



# Built for Growth, Powered by Performance

## Notice of Meeting and Proxy Statement 2026



This Notice of Meeting and Proxy Statement (this 'Proxy Statement') is important and requires your immediate attention. If you are in any doubt as to any aspect of the Proposals referred to in this Proxy Statement or as to the action you should take, you should consult your broker, financial advisor, legal advisor or accountant or other independent professional advisor. The Proxy Statement should be read as a whole. Your attention is drawn to the Letter from the Chair, which is set out on pages 3 to 4 of this Proxy Statement. We recommend that you review the information on the process for, and deadlines applicable to, attending the 2026 Annual General Meeting (the '2026 AGM') and appointing a proxy in the General Information section on pages 84 to 88 of this Proxy Statement.

**Important Notice Regarding the Availability of Proxy Materials for the 2026 AGM to be held on May 7, 2026**

We have elected to take advantage of the U.S. Securities and Exchange Commission (the 'SEC') rules that allow us to provide shareholders access to our proxy materials electronically. Our Annual Report for the fiscal year ended December 31, 2025 (the '2025 Annual Report') and this Proxy Statement are available at [www.envisionreports.com/CRH](http://www.envisionreports.com/CRH). On behalf of our Board of Directors, we are making these materials available to you beginning on or about March 27, 2026 in connection with CRH's solicitation of proxies for the 2026 AGM. Beginning on March 27, 2026, we mailed to our shareholders a Notice of Internet Availability of Proxy Materials (the 'Notice of Internet Availability') containing instructions regarding how to access the 2025 Annual Report and the Proxy Statement online. The Notice of Internet Availability contains instructions regarding how you can elect to receive these proxy materials in printed form by mail or electronically by e-mail. This election to receive proxy materials by mail or e-mail will remain in effect until you terminate it.

# The Leading Provider of Building Materials

**As the leading provider of building materials, CRH is critical to the modernization of infrastructure.**

With a network of 83,000 people across 4,000 locations in 28 countries, we connect deep local relationships with our global expertise and unmatched scale.

Our connected portfolio positions us as the partner of choice across transportation, water and reindustrialization projects and enables us to play a vital role in economic growth, building and maintaining the critical infrastructure networks that our economies rely on.

With leading positions in high-growth markets and strong exposure to growing infrastructure megatrends that create significant opportunities for growth, CRH is uniquely positioned to reimagine the built environment to shape our communities for a better tomorrow.

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## Letter from the Chair

# CRH's Winning Way delivered record financial results for 2025 with excellent strategic progress

Dear Shareholder,

I am pleased to invite you to attend the 2026 AGM of CRH to be held on Thursday, May 7, 2026 at 11:00 a.m. (Dublin) at the Royal Marine Hotel, Marine Road, Dun Laoghaire, Co. Dublin, Ireland. Details in relation to attending and voting on the Proposals on the agenda for the 2026 AGM are set out on pages 12 to 39 of this Proxy Statement.



## Performance & Strategy

In 2025, CRH's superior strategy, leading performance, value-creating capital allocation and proven growth capabilities delivered another record performance. This was underpinned by our unmatched scale, connected portfolio, and unique, entrepreneurial culture across our leading market positions in North America, Europe and Australia. Total revenues increased 5% to \$37.4 billion (2024: \$35.6 billion), net income was 8% ahead of 2024 at \$3.8 billion (2024: \$3.5 billion) and Adjusted EBITDA\* rose 11% to \$7.7 billion (2024: \$6.9 billion). CRH's Diluted Earnings per Share ('Diluted EPS')

### Note:

\* Represents a non-GAAP financial measure. See the discussion within 'Reconciliation of Non-GAAP Figures' in Annex A for a definition and reconciliation to the most directly comparable GAAP measure.

improved significantly, increasing by 10% to \$5.51 (2024: \$5.02).

CRH continues to judiciously deploy capital, investing for the future by way of acquisitions and growth investments as well as returning cash to shareholders through dividends and share buybacks. In 2025, CRH invested \$4.1 billion in 38 value-accretive acquisitions, including the \$2.1 billion acquisition of Eco Material Technologies ('Eco Material'), significantly strengthening our cementitious materials platform in the United States.

We also invested \$1.7 billion in growth capital expenditure projects, leveraging our size and scale to fully capitalize on investment opportunities which expand our capabilities, support margin growth and enhance long-term shareholder value. These investments continue to strengthen our connected growth platforms of Aggregates, Cementitious, Roads and Water to deliver for customers across our end-markets.

We remain committed to our policy of consistent long-term dividend growth. The total dividend for 2025 was \$1.48 per share, representing an increase of approximately 6% versus prior year (2024: \$1.40). We also returned \$1.2 billion (2024: \$1.3 billion) to shareholders through our share buyback program, repurchasing approximately 11.7 million Ordinary Shares in 2025 (2024: 15.9 million). On November 5, 2025, CRH commenced a further share buyback tranche of \$0.3 billion, which was completed on February 17, 2026 and the Company's Board of Directors (the 'Board') has extended the program with an additional \$0.3 billion tranche to be completed no later than April 28, 2026. We will continue to assess our share buyback program throughout 2026, providing further updates throughout the year.

Supported by CRH's excellent strategic progress and record financial results, our share price performed strongly in 2025,

delivering a Total Shareholder Return ('TSR') of 36.8% for the 12 months ended December 31, 2025. The price per share increased from \$92.52 on December 31, 2024 to \$124.80 on December 31, 2025.

### S&P 500

Following CRH's inclusion in the MSCI US and Russell 1000, our inclusion in the S&P 500 from December 2025 is another important milestone on our journey since the establishment of our primary listing on the New York Stock Exchange ('NYSE') in September 2023.

### Safety and Well-Being

The safety and well-being (including physical and mental health) of our employees, contractors, and other stakeholders is embedded in CRH's values. Our ambition is to have a culture of safety and wellness working towards zero harm, with a goal of having zero fatalities in any year. Regrettably, despite these efforts, CRH recorded three fatalities during the year. Our thoughts are with their families and we will continue to make every effort to reach our target of zero harm and zero fatalities. The Safety, Environment & Social Responsibility Committee, a Board committee, receives regular reports in relation to safety related policies, initiatives, measures, metrics and incidents.

### London Stock Exchange Listings & Preference Share Capital Structure

Following a review of CRH's London Stock Exchange ('LSE') Ordinary Share listing and our Preference Share capital structure, we announced on March 13, 2026 our intention to delist from the LSE the Company's Ordinary Shares and 7% Preference Shares (the 'LSE Delisting') and, subject to shareholder approval, to cancel the Company's 5% and 7% Preference Shares (the 'Preference Share Cancellations'). As part of the review, CRH carefully considered, among other factors, the level of activity for its Ordinary Shares on the

LSE as well as the additional cost, regulatory and administrative obligations arising from retaining the LSE listings and maintaining the 5% and 7% Preference Shares. Following the review, the Board is satisfied that it is in the best interests of CRH, and its shareholders, to proceed with the LSE Delisting and, subject to shareholder approval, the Preference Share Cancellations.

Once the LSE Delisting takes effect, CRH's Ordinary Shares will be solely listed on the NYSE.

**Management Succession**

Jim Mintern succeeded Albert Manifold as Chief Executive Officer effective January 1, 2025. CRH has already benefitted from, and will continue to benefit from Jim's leadership. On his appointment, the Board agreed a range of personal and CRH objectives with Jim for 2025. These were all achieved.

A robust and comprehensive process, supported by independent advisors, which considered both internal and external candidates, resulted in the appointment of Nancy Buese as Jim's successor as Chief Financial Officer, effective May 12, 2025. Nancy has a very strong record of financial leadership and operational insight which will be deployed for CRH. Nancy's biographical details are set out on page 41.

**Board Composition and Board Evaluation**

Our Board consists of 12 highly experienced Directors with a balance of tenures and a diversity of backgrounds and experience.

The biographies of the current Board members, each of whom has been nominated to stand for re-election at the 2026 AGM, are set out on pages 19 to 22.

We have a robust process for appraising the performance of Directors. Accordingly, having reviewed the performance of each Board member and the independence of the non-management Directors, the Board is recommending the re-election of each Director by shareholders.

In line with our Corporate Governance Guidelines, periodically our Board evaluation

processes are facilitated by a third-party advisor. An externally facilitated process in relation to the performance of the Board and its Committees during 2025 is currently ongoing.

Any resulting recommendations will be reviewed by the Nomination & Corporate Governance Committee with appropriate action plans being developed for consideration by the Board.

**Executive Compensation**

The report from the Compensation Committee on page 49 and the detailed disclosures in the "Compensation Discussion & Analysis" (CD&A) section on pages 50 to 80 outline how our executive compensation policies were applied during 2025.

**2026 AGM**

There are 12 Proposals on the agenda of the 2026 AGM for consideration by shareholders. These include resolutions regarding the re-election of Directors, executive compensation for 2025, the appointment and compensation of the external auditors and the renewal of shareholder authorities required under Irish law. Resolutions in relation to the following items of special business are also included:

**Proposed Preference Share Cancellations**

As noted above, the Board proposes, subject to shareholder approval, to retire the Company's two classes of legacy Preference Shares by cancelling them in exchange for a cash payment to the holders. A detailed description of the proposed process to cancel the Preference Shares, including the shareholder approvals required, is set out on pages 31 to 34. Your Board believes that the Preference Share Cancellations, if implemented, would result in a number of benefits for CRH and its shareholders, including reducing certain administrative obligations and streamlining applicable regulatory requirements, while providing an opportunity for the Preference Shareholders to monetize their holdings. The Preference

Shares are separate and independent from the Ordinary Shares, and the Ordinary Shares will not be impacted by the proposed cancellations.

**Proposed Amendment to Articles of Association**

The Board is proposing to amend the Company's Articles to delete a qualification shareholding requirement for Directors to better align with U.S. market practice. The Company's share ownership guidelines, which were revised in 2025, now also apply to non-management Directors and require significantly higher holdings than those required under the Articles.

A detailed description of the proposed amendment is set out on page 39.

**Shareholder Engagement**

CRH devotes considerable time and resources each year to shareholder engagement. We recognize the importance of effective dialogue as an integral element of good corporate governance. The Investor Relations team, together with the Chief Executive Officer, Chief Financial Officer and other senior executives, regularly meet with institutional shareholders. I also engage with shareholders regularly on behalf of the Board to discuss the Board's priorities and relevant governance matters. In addition, CRH held an Investor Day on September 30, 2025 at which we showcased how our strategy positions us to deliver further growth and value for our shareholders.

**Conclusion**

The Board of CRH is very appreciative of the ongoing commitment of CRH's employees to delivering for our customers and our shareholders. The quality, caliber, and commitment of CRH's people was responsible for CRH's excellent performance in 2025 and underpins the Board's confidence in CRH's future.

**Richie Boucher**  
Chair  
March 27, 2026

**Board Priority Areas**

Priority Area	Commentary
Operational Performance	Oversight of the ongoing enhancement of operational performance in CRH's existing and acquired businesses
Strategy	Overseeing strategy development and execution for CRH's businesses, including with respect to CRH's connected portfolio and support for sustainable construction
Capital Allocation	Overseeing the allocation of CRH's capital in terms of portfolio management through capital expenditure, acquisitions and divestitures, as well as providing shareholder distributions through both dividends and share buybacks
Human Capital Management	Oversight of policies and practices relating to workforce safety, engagement and development and ensuring the continued ability for CRH's employees to contribute to CRH's success
Succession Planning	Supporting succession transition and overseeing future succession planning
Governance	Ongoing Board performance evaluation and refreshment
Shareholder Engagement	Oversight of shareholder engagement, including efforts to increase investors' understanding of CRH and broadening CRH's investor base, as well as understanding and responding to shareholders' insights and perspectives

Performance Highlights 2025

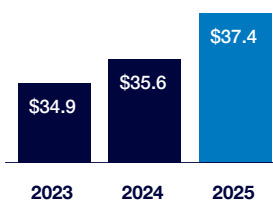
# A Leading Compounder of Capital

We have a proven track record of delivering consistent growth and superior value to our shareholders. In 2025, our connected portfolio and unmatched scale delivered another year of double-digit Adjusted EBITDA\* growth and a 12<sup>th</sup> consecutive year of Adjusted EBITDA margin\* expansion<sup>1</sup>. This exceptional consistency reflects the strength of our unique growth algorithm and reinforces our position as the leading compounder of capital in our industry.

**Revenues**  
(\$B)

**\$37.4B**

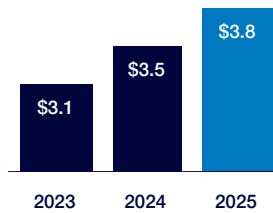
+5% ▲



**Net Income**  
(\$B)

**\$3.8B**

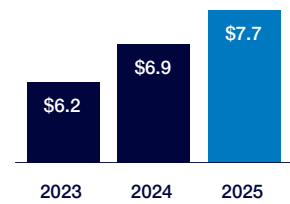
+8% ▲



**Adjusted EBITDA\*** (\$B)

**\$7.7B**

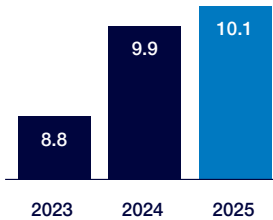
+11% ▲



**Net Income Margin (%)**

**10.1%**

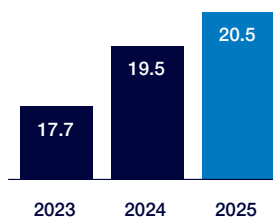
+20bps ▲



**Adjusted EBITDA Margin\*** (%)

**20.5%**

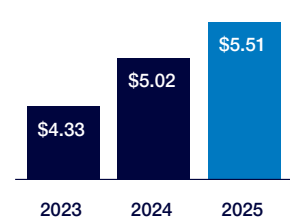
+100bps ▲



**Diluted EPS** (\$)

**\$5.51**

+10% ▲



Notes:

\* Represents a non-GAAP financial measure. See the discussion within 'Reconciliation of Non-GAAP Figures' in Annex A for a definition and reconciliation to the most directly comparable GAAP measure.

1. Based on IFRS financial reporting through 2022 and U.S. GAAP for 2023 through 2025.

Share Price Performance

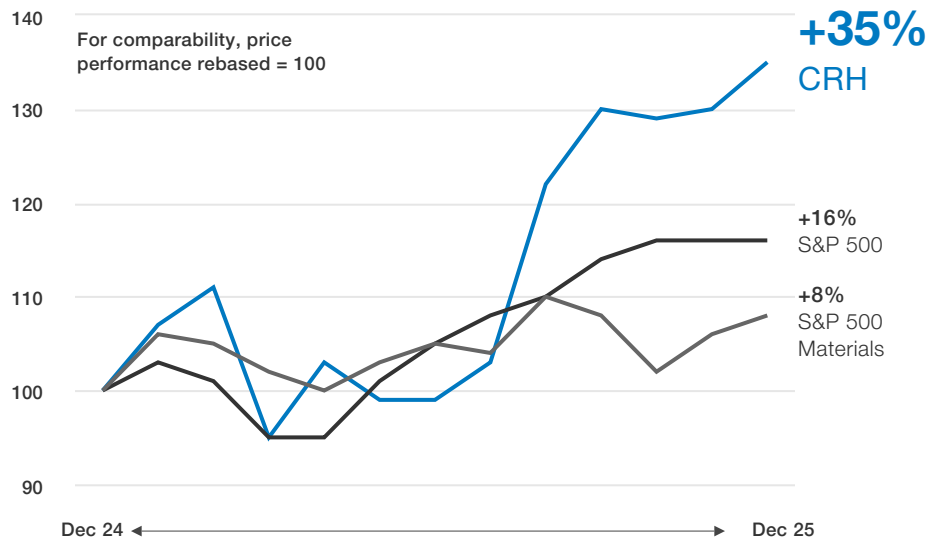
# Another Strong Share Price Performance

CRH’s share price posted strong gains in 2025 significantly outperforming both the S&P 500 Index and the S&P 500 Materials Index over the period. Combined with our policy of consistent long-term dividend growth, the Total Shareholder Return was 36.8% representing another impressive performance and delivery for our shareholders.

### CRH Share Price Performance

The CRH share price performed strongly in 2025, significantly outperforming both the S&P 500 Index and S&P 500 Materials Index over the 12 months ended December 31, 2025.

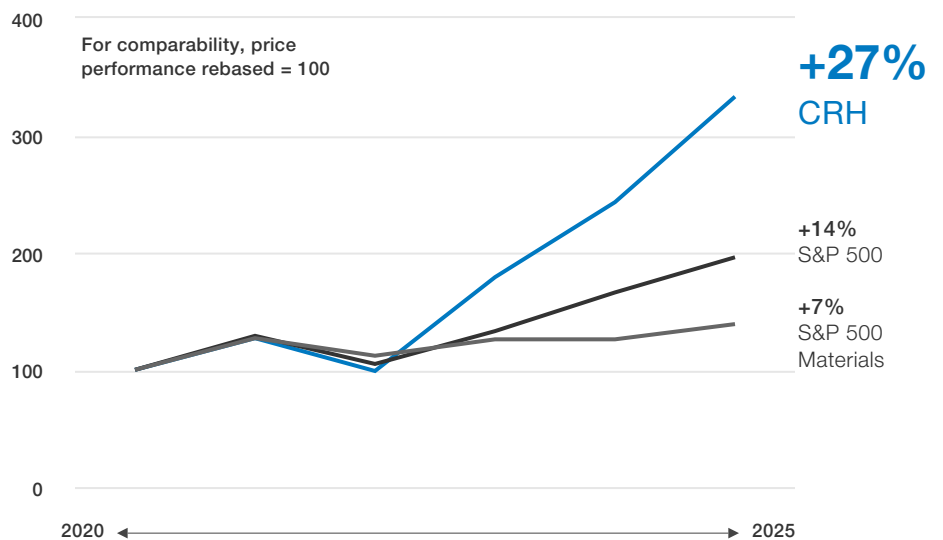
The shares returned 35% (before dividends) in the period and reached a new record high of \$128.94 per share in December.



### Five-Year Comparative Total Return to Shareholders 2020 - 2025<sup>2</sup>

In the five years since 2020, CRH’s cumulative TSR has outperformed both the S&P 500 Index and the S&P 500 Materials Index. On an annualized basis, the CRH TSR was 27% over the period. Since 1970 the Company has delivered an industry-leading compound annualized long-term TSR of 16.3%. This track record makes us the leading compounder of capital in our industry.

CRH has produced an industry-leading compound annualized long-term TSR of 16.3% since 1970



Note:

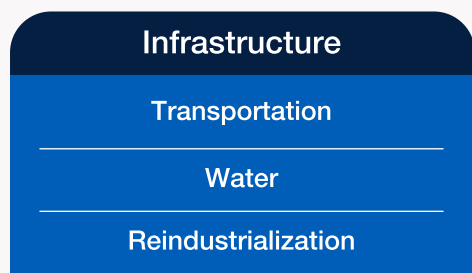
2. Long-term TSR represents the total accumulated value delivered to shareholders (via gross dividends reinvested and share appreciation) if €100 was invested in CRH shares in 1970. The graph showing the Five-Year Comparative Total Return to Shareholders 2020-2025 assumes that the initial investment in our Ordinary Shares and each index was €100, with reinvestment of dividends. Performance data for the Company is provided as of the last trading day of each relevant fiscal year.

Our Growth Algorithm

# Strong foundation for continued growth across the portfolio

Growing infrastructure megatrends present a strong foundation for continued growth across our connected portfolio. Coupled with our Winning Way, this has delivered consistent value for shareholders, positioning CRH as the leading compounder of capital in our industry.

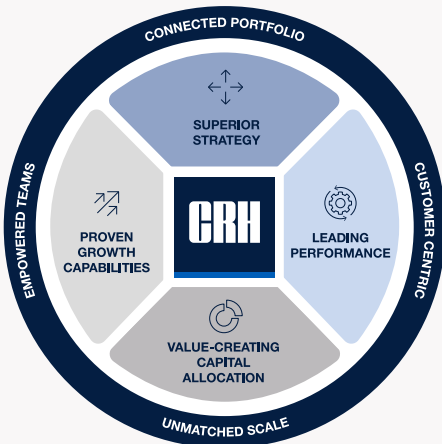
## Growing Megatrends



### Capitalizing on Growing Megatrends

Our connected portfolio is strategically aligned with growing infrastructure megatrends across the transportation, water, and reindustrialization construction markets. In this way we are addressing population growth, an expanding economy, climate resiliency, and aging infrastructure – all powerful catalysts of growth for our business. The urgent need for more resilient, modernized infrastructure increasingly plays to the strength of our Aggregates, Cementitious, Roads and Water growth platforms.

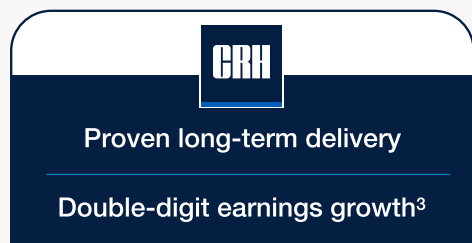
## CRH Winning Way



### Our Winning Way

Driven by a unique entrepreneurial culture developed over the last five decades, our Winning Way is built upon four key levers which drive the continued execution of our superior strategy, leading performance across our 4,000 locations, a relentless focus on allocating capital to maximize shareholder value, and underpins our proven growth capabilities. These levers are supported by our connected portfolio, leading positions of scale, a customer centric focus, and our empowered local teams.

## Leading Compounder of Capital



### A Leading Compounder of Capital

Our strong track record of consistent long-term delivery, positions CRH as the leading compounder of capital in our industry. This is evidenced by our ten-year Diluted EPS compound annual growth rate (CAGR) and annualized total shareholder return (TSR) both of which increased by 19%<sup>3</sup> over the period.

Note:

3. 'Double-digit earnings growth' refers to CRH's compound annualized growth rate of Adjusted EBITDA, a non-GAAP financial measure, for the period from December 31, 2015 to December 31, 2025. Metrics from the financial year ended December 31, 2015 are based on IFRS. 2015 EBITDA has been modified to exclude contributions from subsequently divested businesses. The adjustments required to reflect these metrics under U.S. GAAP have not been quantified. No material differences have been identified that would impact trends calculated in accordance with U.S. GAAP in comparison to IFRS. For source data of these 2015 metrics, please see the discussion within 'Reconciliation of Non-GAAP Figures' in Annex A.

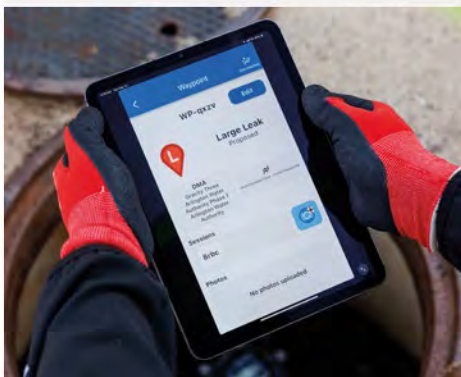
Our Leading Performance

# Our Leading Performance

Our culture of leading performance is a proven driver of excellence. Our operating businesses are locally-led, but benefit from a globally-enabled performance model that we replicate at scale to unlock new levels of performance. Our ability to replicate and scale our innovation and technical expertise across multiple geographies is one such example of our ability to unlock tremendous opportunity for further growth.

### Delivering Value through Innovation

Innovation at CRH is a catalyst for driving value creation at scale. We combine deep technical expertise with an open innovation model which harnesses the strength of our own internal research and development with that of our strategic external partnerships.



### Reducing Water Loss Through Artificial Intelligence (AI)

During the year CRH expanded our smart infrastructure capabilities through the investment in VODA.ai - a predictive analytics platform that uses AI to assess water pipe conditions and risks, enabling smarter asset management for utilities.

The partnership enhances our customer-facing CivilSense™ platform, operated by Oldcastle Infrastructure, by combining cutting-edge AI-driven predictive analytics with real-time leak detection, enabling utilities to proactively identify and address potential pipe failures before they escalate. This reduces water loss and addresses some of the urgent challenges posed by aging infrastructure and the need for innovative, climate-resilient solutions.

### Investing in Next-Generation Materials

CRH's \$2.1 billion acquisition of Eco Material during the year is a clear demonstration of our commitment to innovation and marked a strategic milestone in our Cementitious strategy.

By integrating Eco Material, a leader in Supplementary Cementitious Materials (SCMs) such as fly ash and pozzolans, CRH is positioning itself at the forefront of next-generation cement and concrete.

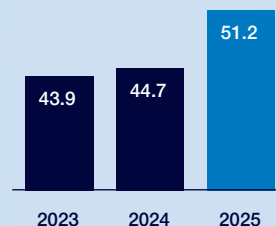


### Our Leading Performance in Action

CRH is committed to driving profitable growth by providing our customers with innovative solutions that make construction simpler, safer, and more sustainable. Sustainability is embedded in our strategy and an important enabler of our leading performance model.

Our sustainability framework identifies three areas: water, circularity and decarbonization, where CRH's connected portfolio positions us to capture further value and accelerate growth across each of our four growth platforms.

### Tonnes of wastes and by-products recycled (mt)



### Revenues from products with enhanced sustainability attributes (\$B)<sup>4</sup>



Notes:  
 4. Revenues from products with enhanced sustainability attributes is defined as revenues derived from those products that incorporate any, or a combination of: recycled materials; are produced using alternative energy and fuel sources; have a lower carbon footprint as compared to those products using traditional manufacturing processes; and/or are designed to specifically benefit the environment.

Investing for Future Growth

# Investing for Growth and Further Value Creation

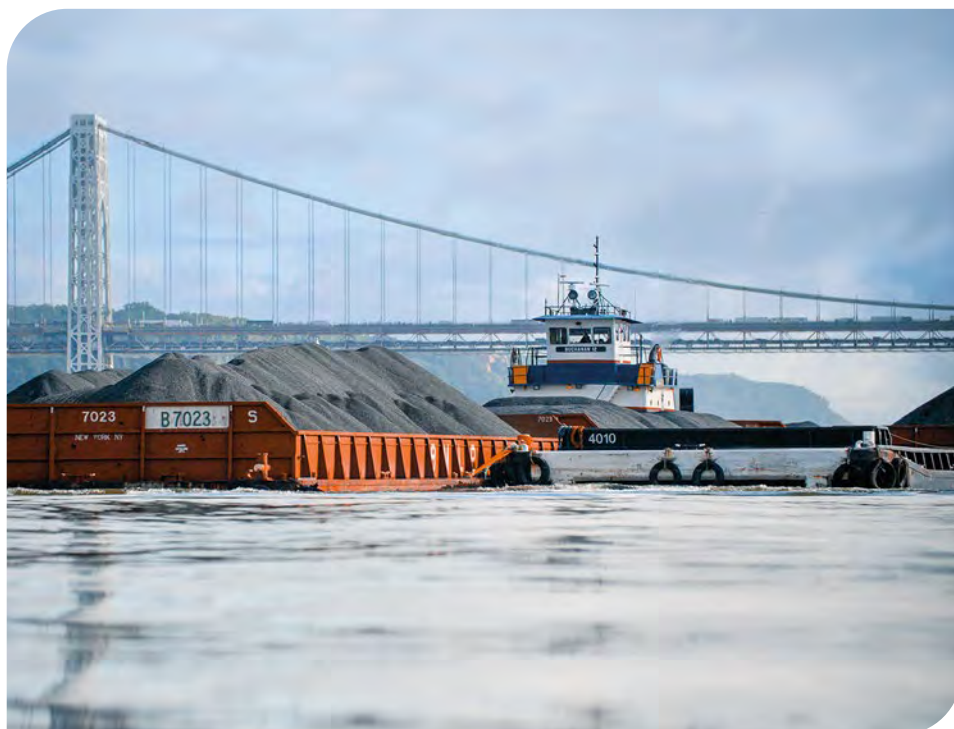
In 2025, CRH continued to strengthen our leadership positions with strategic acquisitions in high-growth markets across North America, Europe and Australia.

In 2025, CRH completed 37 bolt-on deals for \$2 billion, in addition to the \$2.1 billion strategic acquisition of Eco Material, the leading supplier of SCMs in North America.

In many instances these acquisitions are originated by our local teams with long-term relationships generating significant competitive advantage when it comes to investment opportunities. This underpins our future acquisition pipeline and reinforces our position as the acquirer of choice for small and medium-sized businesses in our industry. These bolt-on investments, combined with larger strategic acquisitions, have further strengthened and sharpened our connected Aggregates, Cementitious, Roads and Water growth platforms to deliver for our customers.

### Strong Balance Sheet Provides Further Optionality

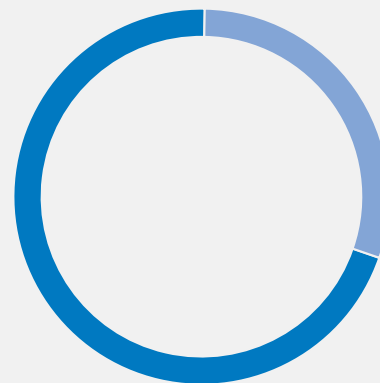
Backed by our compelling growth profile, consistent cash generation and the strength of our balance sheet, we expect to have \$40 billion in financial capacity to deploy for growth investments and shareholder returns over the five-year period from 2026-2030. Of this, approximately 70% is expected to be allocated to our strong M&A pipeline and strategic growth investments that maintain and grow our market leading positions, through high-returning, low-risk growth capital expenditure projects. We will also continue our track record of value-accretive returns to shareholders through our policy of consistent long-term dividend growth and share buybacks.



### Financial Capacity<sup>5</sup>

~\$40B

2026—2030



Growth Investments	70%
Shareholder Returns	30%

\$4.1 B

M&A spend on 38 value-enhancing acquisitions

\$1.2B

Spend on repurchase of Ordinary Shares in 2025

\$1.0B

Returned to shareholders through dividend payments in 2025

Note:

5. Financial capacity is defined as the anticipated cash and debt financing available (after maintenance capital expenditure) for growth investments and cash returns to shareholders. The information shown above is indicative only and any capital deployment will be dependent on the value creation opportunities arising over the period. CRH's ability to deliver on its financial capacity ambitions is dependent on it achieving its planning assumptions, which may be negatively impacted by (but not limited to) adverse changes in economic conditions in the countries where CRH operates, a slowdown in the growth of the overall construction and building materials sector or changes in availability of public funding for infrastructure, and other factors discussed under the heading "Risk Factors" in CRH's 2025 Annual Report filed with the SEC on February 18, 2026.

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Forward-Looking Statements

# Safe Harbor Provisions Under The Private Securities Litigation Reform Act of 1995

In reliance upon the “Safe Harbor” provisions of the United States Private Securities Litigation Reform Act of 1995, CRH is providing the following cautionary statement.

This Proxy Statement, and the documents incorporated by reference herein, contain statements that are, or may be deemed to be, forward-looking statements with respect to the financial condition, results of operations, business, viability, and future performance of CRH and certain of the plans and objectives of CRH. These forward-looking statements may generally, but not always, be identified by the use of words such as “will”, “anticipates”, “should”, “could”, “would”, “targets”, “aims”, “may”, “continues”, “expects”, “is expected to”, “estimates”, “believes”, “intends” or similar expressions. These forward-looking statements include all matters that are not historical facts or matters of fact at the date of this document.

These forward-looking statements include all matters that are not matters of fact at the date of this Proxy Statement and include statements about plans and expectations regarding CRH’s products and related impacts in the future; M&A activity and growth capital expenditure projects, including impacts on CRH’s

valuation; corporate governance; executive compensation, including ability to recruit, retain and incentivize highly talented executives and non-management Directors; the appointment and terms of Directors and officers; CRH’s share buyback program and dividends; anticipated financial capacity and capital allocation; shareholder engagement; prospects and drivers for CRH’s growth and value, including the connected portfolio and CRH’s Winning Way; existing and emerging technologies, including CRH’s ability to leverage and drive efficiency and growth; CRH’s ability to replicate and scale its model; decarbonization targets and sustainability-related initiatives, including the commercial opportunity presented for CRH; and expected benefits of the proposed cancellation of the Preference Shares.

By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that

may or may not occur in the future and reflect the Company’s current expectations and assumptions as to such future events and circumstances that may not prove to be accurate. You are cautioned not to place undue reliance on any forward-looking statements.

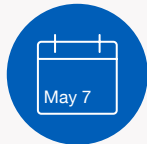
These forward-looking statements are made as of the date of this document. The Company expressly disclaims any obligation or undertaking to publicly update or revise these forward-looking statements other than as required by applicable law. For a discussion of some of the risks and important factors that could cause actual outcomes and results to differ materially from those expressed herein, see “Risk Factors” in the 2025 Annual Report on Form 10-K filed with the SEC on February 18, 2026 (the ‘2025 Annual Report’).



# Notice of 2026 AGM

## Meeting Information

Notice is hereby given that the 2026 AGM of CRH plc will take place at the Royal Marine Hotel, Dun Laoghaire, Co. Dublin, Ireland at 11:00 a.m. (Dublin) on Thursday, May 7, 2026.



### Date & Time


11:00 a.m. (Dublin) on Thursday, May 7, 2026.

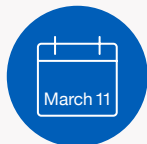


### Availability

This Notice of Meeting and Proxy Statement, our 2025 Annual Report and our Irish Statutory Accounts, which will be laid before the 2026 AGM, are available at [www.crh.com](http://www.crh.com).

Copies of the Notice of Meeting and Proxy Statement and the 2025 Annual Report are also available at [www.envisionreports.com/CRH](http://www.envisionreports.com/CRH).

 For more information and resources visit [www.crh.com](http://www.crh.com)



### Record Date\*

7:00 p.m. (Dublin)/3:00 p.m. (New York) on Wednesday, March 11, 2026 for Ordinary Shareholders.



### When and Where to Vote

Only Ordinary Shareholders as of 7:00 p.m. (Dublin)/3:00 p.m. (New York) on Wednesday, March 11, 2026 and 7% Preference Shareholders as of 7:00 p.m. (Dublin)/2:00 p.m. (New York) on Sunday, May 3, 2026 (each such date, the 'Record Date' as the context so requires) will be entitled to receive notice of, and to vote at, the 2026 AGM.

The process for appointing a proxy and/or voting in connection with the Proposals to be voted on at the 2026 AGM depends on the manner in which you hold your shares. We recommend that you review the information on the process for, and deadlines applicable to, voting, attending the 2026 AGM and appointing a proxy in the General Information section on pages 84 to 88 of this Proxy Statement.

Please check the Company's website in advance of the 2026 AGM in case there are any changes made to the arrangements for the 2026 AGM.

## How to vote

It is important that your shares be represented and voted at the 2026 AGM. You can vote by using any of the following methods:



### Internet

Cast your vote online by logging on to [www.envisionreports.com/CRH](http://www.envisionreports.com/CRH)



### Mail

By following the instructions on your printed proxy card or form of instruction and returning the completed proxy form in the postage-paid envelope provided



### In Person

By attending the 2026 AGM and voting in person

**Note:**

\* 7.00 p.m. (Dublin)/2:00 p.m. (New York) on Sunday, May 3, 2026 for 7% Preference Shareholders in respect of Proposal 9 only.

# Proposals to be Voted on at the 2026 AGM\*

Proposal	Board Voting Recommendation	Explanation of Proposal and Reason(s) for Board Recommendations	Page
1 By separate resolutions, to re-elect each of the 12 Director nominees as described in this Proxy Statement.	<b>FOR</b> each Director nominee	In nominating them for re-election, the Board determined that each Director continues to be effective and demonstrate commitment to the role. The Board has further determined that the Directors standing for re-election possess a range of diverse backgrounds, skills, knowledge, and experience that are integral to an effective and well-functioning Board.	16
2 To approve, on an advisory basis, the compensation of the Company's Named Executive Officers ('NEOs') for 2025 as disclosed in this Proxy Statement ('Say-on-Pay').	<b>FOR</b>	Provides shareholders with the opportunity to express their non-binding view on the compensation of our NEOs for 2025. CRH's executive compensation programs are designed to align the compensation of our NEOs with CRH's performance and the interests of our executives with our shareholders.	24
3 By separate resolutions: (a) to ratify, in a non-binding vote, the appointment of Deloitte & Touche LLP ('Deloitte U.S.') as the Company's independent registered public accounting firm for fiscal year 2026; and (b) to authorize, in a binding vote, the Audit Committee to fix the compensation of Deloitte U.S., Deloitte Ireland LLP ('Deloitte Ireland'), the member firms of Deloitte Touche Tohmatsu Limited and their respective affiliates (together, 'Deloitte').	<b>FOR</b> (a) and (b)	The Audit Committee has appointed Deloitte U.S. as the Company's independent registered public accounting firm for the year ending December 31, 2026, and related interim periods. Deloitte Ireland will continue to serve as the Company's statutory auditor under Irish law. The Company requests shareholders' non-binding ratification of the appointment of Deloitte U.S. as its independent registered public accounting firm for the year ending December 31, 2026. The Company also requests authorization for the Audit Committee to fix the compensation of Deloitte.	25
4 To renew the annual authority of the Board of Directors of the Company to issue shares.	<b>FOR</b>	Under Irish law, the Board must have authority from the shareholders to issue any shares. Approval of this authority, which is for an amount which represents 20% of the issued Ordinary Shares as of March 11, 2026, is consistent with NYSE rules and listing standards and with U.S. capital markets practice and governance standards for Irish-incorporated companies.	27
5 To renew the annual authority of the Board of Directors of the Company to issue shares for cash without first offering shares to existing shareholders.	<b>FOR</b>	Under Irish law, unless otherwise authorized, when the Company issues shares for cash, it is required first to offer those shares on the same or more favorable terms to existing shareholders of the Company on a pro-rata basis. Approval of this authority, which is to disapply pre-emption rights up to a maximum of 20% of the Company's issued Ordinary Shares on an unrestricted basis, is consistent with NYSE rules and listing standards and with U.S. capital markets practice and governance standards for Irish-incorporated companies.	28
6 To renew the annual authority of the Board of Directors of the Company to make market repurchases and overseas market repurchases of Ordinary Shares of the Company.	<b>FOR</b>	Under Irish law, unless the Company is using the redemption mechanism pursuant to Article 4A of the Articles, the Company (and/or its subsidiaries) cannot repurchase any of the Company's Ordinary Shares without shareholder approval. Reflecting the Company's commitment to return cash to shareholders and in order to have flexibility as to how share repurchases are made, the authority is being sought to make repurchases of up to 10% of the issued Ordinary Shares.	29
7 To renew the annual authority to re-issue treasury shares and determine the price range at which the Company can re-issue such shares that it holds as treasury shares.	<b>FOR</b>	Under Irish law, shareholders must authorize the price range at which the Company may re-issue any shares held in treasury. The authority being sought from shareholders provides for the minimum and maximum prices at which any Ordinary Shares held in treasury may be re-issued.	30
8 To approve the Schemes of Arrangement to cancel the Preference Shares and the granting of authority to the Board to take all such actions as it considers necessary or appropriate to give effect to the Schemes of Arrangement.	<b>FOR</b>	In connection with the Preference Shares Cancellations, the Board is seeking approval to cancel the Preference Shares in exchange for cash consideration pursuant to separate Schemes of Arrangement.	35

9	To approve the proposed cancellation of the Preference Shares by way of reduction of capital.	FOR	In connection with the Preference Shares Cancellations, the Board is seeking approval to reduce CRH's issued share capital by €1,170,940, being the aggregate nominal value of the Preference Shares, with €63,500 of this amount relating to the 5% Preference Shares, and €1,107,440 of this amount relating to the 7% Preference Shares (the 'Capital Reduction'). The Capital Reduction is required to implement the Preference Share Cancellations and will require the approval of both Ordinary Shareholders and the holders of the 7% Preference Shares.	36
10	To approve the variation to the Company's authorized share capital by the removal of any cancelled Preference Shares in connection with the proposed Preference Share Cancellations.	FOR	In connection with the Preference Shares Cancellations, the Board is seeking approval to vary the Company's authorized share capital by removing the class(es) of Preference Shares cancelled pursuant to the Schemes of Arrangement.	37
11	Approval of certain amendments to the Company's Articles in connection with the proposed Preference Share Cancellations.	FOR	In connection with the Preference Shares Cancellations, the Board is seeking approval to amend the Articles of the Company to remove any references to the class(es) of Preference Shares cancelled pursuant to the Schemes of Arrangement and to insert a new Article 16 relating to the implementation of the Preference Shares Cancellations.	38
12	Approval of an Amendment to the Company's Articles to Delete the Qualification Shareholding Requirement for Directors Set Forth Therein.	FOR	The Board is proposing to amend the Company's Articles to delete a qualification shareholding requirement for Directors to better align with U.S. market practice and to remove duplication with the Company's share ownership guidelines, which were revised in 2025 and which now also apply to non-management Directors.	39

Notes:

\* Capitalized terms used but not defined in this section shall have the meaning ascribed to such terms in the following sections of this Proxy Statement.

By order of the Board of Directors

**Neil Colgan**  
**Company Secretary**  
 March 27, 2026

# Proxy Statement for the 2026 AGM

This Proxy Statement relates to the solicitation of votes or proxies by CRH, on behalf of its Board of Directors (the 'Board'), for use at the Company's 2026 AGM and at any adjournment or postponement of such meeting.

Unless otherwise specified or the context otherwise requires, the terms 'Company', 'CRH', 'we', 'us', and 'our' and other similar terms used in this Proxy Statement refer to CRH plc and its consolidated subsidiaries.

Except as otherwise specified or the context otherwise requires, references to years indicate our fiscal year ended or ending December 31 of the respective year. For example, references to 'fiscal year 2025' or similar references refer to the fiscal year ended December 31, 2025.

References to 'Ordinary Shares' refer to our ordinary shares of €0.32 each.

The terms 'shareholder' or 'holder' or 'Ordinary Shareholder' in relation to an Ordinary Share of the Company means the registered shareholder of that Ordinary Share.

References to 'Articles' refer to CRH's Articles of Association, as amended from time to time.

The Company's website address is [www.crh.com](http://www.crh.com). We include textual references to website addresses throughout this Proxy Statement for reference only. The information contained in, or available through, these websites is not part of, or incorporated by reference into, this Proxy Statement.

Addresses, including electronic addresses provided in this Proxy Statement, are provided solely for the purposes so specified. You may not use any electronic address provided in this Proxy Statement or other proxy materials to communicate with the Company for any purpose other than those expressly stated herein or therein.

This Proxy Statement and the accompanying proxy card or voting instruction form, or the Notice of Internet Availability of Proxy Materials ('Notice of Internet Availability'), are first being mailed or otherwise furnished on or about March 27, 2026, to shareholders of record as of 7:00 p.m. (Dublin)/3:00 p.m. (New York) on Wednesday, March 11, 2026.



# Proposals Requiring Your Vote

## Proposal 1 – Re-election of Directors

**The Board of Directors recommends that shareholders vote FOR the re-election of all nominees to the Board of Directors.**

In accordance with the Company's Articles, all members of the Board retire at the AGM, with those eligible standing for re-election each year. Following a review by the Nomination & Corporate Governance Committee, the Board has determined that each Director is eligible for re-election, continues to be effective and that each Director demonstrates commitment to the role. The Board further determines that each Director has sufficient time to meet his or her commitment to the Company and has individual skills and experience which are relevant and beneficial to support the Board in fulfilling its duties. Each Director nominee has agreed to stand for re-election and has agreed to serve if re-elected. We currently have no reason to believe that any of the nominees would be unable or unwilling to serve if re-elected. However, if before the AGM any director nominee becomes unable to serve, or chooses not to serve, the Board may nominate another individual as a substitute.

You are being asked to vote on the re-election of each of the following 12 Director nominees to serve as a Director until the 2027 AGM (or their earlier resignation, removal or death):

### Director Nominees

Name	Position	Independent	Age	Director Since	Audit Committee	Compensation Committee	Nomination & Corporate Governance Committee	Acquisitions, Divestments & Finance Committee	Safety, Environmental & Social Responsibility Committee
Richie Boucher	Independent Chair	✓	67	2018		✓	Chair	Chair	
Caroline Dowling	Non-management Director	✓	59	2021	✓				✓
Richard Fearon	Non-management Director	✓	70	2020	✓	✓		✓	
Johan Karlström	Non-management Director	✓	69	2019				✓	✓
Shaun Kelly	Non-management Director	✓	66	2019	Chair	✓		✓	
Badar Khan	Non-management Director	✓	55	2021	✓		✓		
Lamar McKay	Non-management Director	✓	67	2020		Chair	✓		✓
Jim Mintern	Chief Executive Officer		59	2021				✓	✓
Gillian L. Platt	Non-management Director	✓	72	2017			✓		✓
Mary K. Rhinehart	Non-management Director	✓	67	2018		✓	✓		Chair
Siobhán Talbot	Non-management Director	✓	62	2018	✓	✓	✓		
Christina Verchere	Non-management Director	✓	54	2023	✓			✓	

### Membership of the CRH Board (as of March 27, 2026)

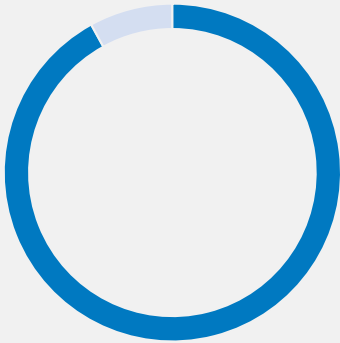
CRH is overseen by Directors with a diverse set of backgrounds, experiences and competencies which the Board feels are important to the long-term success of the Company and to drive further value creation for the Company's shareholders.

CRH's Directors contribute significant experience and skills in the areas most relevant to overseeing the Company's business and strategy, including experience in building materials or similar capital intensive industries; global markets; strategy; capital allocation/M&A; safety and sustainability; and IT & Cybersecurity. Details of the competencies of each Director are included in the respective biographies for such Director on pages 19 to 22 and are summarized in the table below. The competencies noted are intended to depict notable areas of focus for each Director, and not having a listed competency does not mean that a particular Director does not possess that qualification or skill. Nominees have developed competencies in these skills through education, direct experience and oversight responsibilities.

### Summary of Director Competencies

	Accounting, Internal Control & Financial Expertise	Capital Allocation/M&A	Governance	Building Materials or Capital Intensive Industry Experience	IT & Cyber-security	Talent Management	Compensation	Safety & Sustainability	Strategy	Capital Markets
R. Boucher		▲	▲			▲	▲		▲	▲
C. Dowling		▲			▲	▲	▲	▲	▲	
R. Fearon	▲	▲	▲	▲	▲		▲	▲	▲	▲
J. Karlström		▲	▲	▲		▲	▲	▲	▲	
S. Kelly	▲	▲	▲		▲	▲	▲		▲	
B. Khan		▲	▲		▲	▲		▲	▲	
L. McKay		▲	▲	▲	▲		▲	▲	▲	
J. Mintern	▲	▲		▲	▲	▲		▲	▲	▲
G.L. Platt			▲			▲	▲	▲	▲	
M.K. Rhinehart	▲	▲	▲	▲		▲	▲	▲	▲	
S. Talbot	▲	▲	▲			▲	▲	▲	▲	
C. Verchere	▲	▲		▲		▲		▲	▲	

### Independence



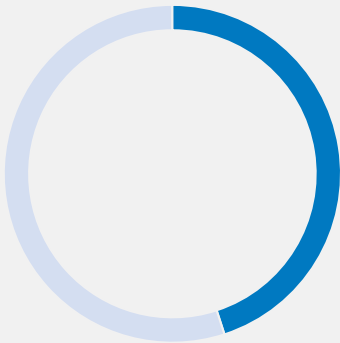
Independent	92%
Non-Independent	8%

### Geography



North America	58%
International	42%

### Tenure of Non-management Director



3-6 years	45%
6-9 years	55%

### Meeting attendance

Each of our current Directors attended at least 75% of the meetings of our Board and the Committees on which they served as a regular member during 2025. There were a total of 13 Board meetings held during 2025. Overall attendance at Board and Committee meetings during 2025 was over 95% for our Directors as a group.

Directors are also expected to attend the AGM. With the exception of one Director, who was unable to attend due to a conflict, all Directors attended the 2025 AGM held on May 8, 2025.

### Vote Required

Re-election of each Director nominee, which is an ordinary resolution under Irish company law, requires that more than 50% of the votes cast on this resolution must be cast 'FOR' the nominee. Abstentions and broker non-votes are not considered votes cast and will not impact the outcome of the vote on Proposal 1.

The text of the resolution in respect of Proposal 1 is as follows:

“That, by separate resolutions, the following 12 Directors be re-elected:

- (a) Mr. R. Boucher;
- (b) Ms. C. Dowling;
- (c) Mr. R. Fearon;
- (d) Mr. J. Karlström;
- (e) Mr. S. Kelly;
- (f) Mr. B. Khan;
- (g) Mr. L. McKay;
- (h) Mr. J. Mintern;
- (i) Ms. G.L. Platt;
- (j) Ms. M.K. Rhinehart;
- (k) Ms. S. Talbot; and
- (l) Ms. C. Verchere.”

# Our Board of Directors

Our Director nominees possess a broad range of backgrounds, skills, knowledge, and experience that we believe are integral to an effective and well-functioning Board.

For more information about our Director nominees, please see our Director biographies that follow:





**Richie Boucher (67)**  
**Independent Chair &**  
**Non-management Director**

**Chair since:**  
 January 2020

**Non-management Director since:**  
 March 2018

**Board Committees:**

- Acquisitions, Divestments & Finance (Chair)
- Compensation
- Nomination & Corporate Governance (Chair)

**Key Skills and Experience:**

**Leadership:** Richie brings extensive leadership experience across the financial services sector, with a distinguished career spanning executive and board-level roles in major global institutions. He served as Chief Executive of Bank of Ireland from February 2009 to October 2017, where he led the bank through a period of significant transformation and strategic growth.

**Financial Services:** Prior to his tenure as Chief Executive of Bank of Ireland, Richie held key senior management positions at various banks in various geographies, including Bank of Ireland, Royal Bank of Scotland and Ulster Bank where he developed deep expertise in corporate strategy, risk management, and operational leadership. He has also served as President of the Institute of Banking in Ireland and the Irish Banking Federation, contributing to the advancement of industry standards and leadership in financial services.

**M&A:** Comprehensive knowledge and involvement in M&A activities and strategic initiatives across U.S. and European markets.

**Additional Skills:** Governance, Capital Allocation, Capital Markets, Talent Management, Compensation, Strategy.

**Career Highlights:** Bank of Ireland, Chief Executive Officer; Royal Bank of Scotland; Ulster Bank; and President of the Institute of Banking and the Irish Banking Federation.

**Other Public Company Boards:** Kennedy-Wilson Holdings, Inc. [NYSE]; Eurobank Ergasias S.A. [ATH] (former in last 5 years).

**Education:** Bachelor of Arts in Economics, Trinity College Dublin.



**Jim Mintern (59)**  
**Chief Executive Officer**  
**& Executive Director**

**Executive Director since:**  
 June 2021

**Board Committees:**

- Acquisitions, Divestments & Finance
- Safety, Environment & Social Responsibility

**Key Skills and Experience:**

**Leadership:** As the Chief Executive Officer and with more than two decades at CRH and over 30 years in the construction and materials industry, Jim has a wealth of experience and a proven record of leading diverse teams across global, national and local levels to drive growth, innovation and operational excellence. Prior to becoming Chief Executive Officer, Jim served as Chief Financial Officer of CRH, overseeing the Company's global financial operations and the strategic transition of CRH's primary listing to the U.S. and the NYSE in 2023. Before that, he held several other senior leadership roles at operational, country, regional and divisional levels for CRH across the group.

**M&A:** Wide-ranging M&A and capital allocation experience with comprehensive knowledge of U.S. and international markets.

**Accounting and Financial Expertise:**

Extensive accounting, internal control, financial management and operational experience. Fellow of Chartered Accountants Ireland.

**Additional Skills:** Building Materials or Capital Intensive Industry Experience, IT & Cyber Security, Capital Markets, Safety & Sustainability, Strategy.

**Career Highlights:** CRH, Chief Executive Officer and Chief Financial Officer.

**Other Public Company Boards:** None.

**Education:** Bachelor of Commerce/Business and Master's in Accounting, University College Dublin.



**Lamar McKay (67)**  
**Senior Independent Director &**  
**Non-management Director**

**Non-management Director since:**  
 December 2020

**Board Committees:**

- Compensation (Chair)
- Nomination & Corporate Governance
- Safety, Environment & Social Responsibility

**Key Skills and Experience:**

**Leadership:** Lamar is a distinguished executive with an impressive legacy spanning over 40 years in the global energy sector. His career includes a succession of senior executive roles at BP, particularly following its strategic merger with Amoco. From April 2016 to February 2020, he served as the Deputy Group Chief Executive Officer. Throughout his tenure, Lamar spearheaded BP's worldwide Upstream Division and was the Chairman and CEO of BP Americas.

**Government Relations and Regulatory Oversight:**

Lamar was responsible for BP's interests in the TNK-BP joint venture. His leadership was critical during his time as CEO of BP Americas, where he also served as President of the Gulf Coast Restoration Organization, guiding essential response and restoration initiatives in the aftermath of the Deepwater Horizon incident.

**Technical Expertise in Geological Science, Engineering and Chemical Processes:**

Lamar is Non-executive Chair of APA Corporation, an independent energy company that explores for, develops and produces, natural gas, crude oil and natural gas liquids.

**Capital Allocation:** Deep understanding of the oil and gas sector, a sector that has many similarities to the building materials sector given its capital-intensive nature, along with extensive M&A experience.

**Additional Skills:** Governance, Building Materials or Capital Intensive Industry Experience, IT & Cyber Security, Compensation, Safety & Sustainability, Strategy.

**Career Highlights:** BP (and Amoco prior to acquisition), Deputy Chief Executive Officer, Chief Transformation Officer, and Chief Executive, Worldwide Upstream Business.

**Other Public Company Boards:** APA Corporation [NYSE].

**Education:** Bachelor of Science, Mississippi State University.



**Caroline Dowling (59)**  
Non-management Director

**Non-management Director since:**  
March 2021

**Board Committees:**

- Audit
- Safety, Environment & Social Responsibility

**Key Skills and Experience:**

**Leadership:** Caroline is the former Business Group President of Flex, a \$26 billion industry-leading, Fortune Global 500 electronics manufacturing services provider with more than 200,000 employees and operations in 30 countries. In this role she led the Telecommunications, Enterprise Compute, Networking and Cloud Data Center and the Global Services Division.

**Supply Chain Optimization:** Caroline brings insights to the Board that are reflective of CRH's experience with complex supply chains. Her leadership was instrumental in propelling growth, fostering innovation, and achieving operational excellence throughout Flex.

**Global Technology Sector Expertise in Marketing, Retail, Sales and Service:**

Caroline held a wide range of senior executive roles at Flex over the course of 16 years, including President of NOVO & Technical Services and SVP of Global Business Development. She garnered extensive leadership experience in a diverse range of areas in the IT industry across all strategy, marketing and sales functions.

**Experienced Board Member:** Current member of a number of public and private boards providing strategic guidance.

**Additional Skills:** Capital Allocation, IT & Cyber Security, Talent Management, Compensation, Safety & Sustainability, Strategy.

**Career Highlights:** Flex, Business Group President; The Dii Group, Vice President of Europe and Director of European Business.

**Other Public Company Boards:** DCC [LSE]; Fabrinet [NYSE]; IMI [LSE] (former in last 5 years).

**Education:** Diploma in Environmental, Social and Governance, Corporate Governance Institute.



**Richard Fearon (70)**  
Non-management Director

**Non-management Director since:**  
December 2020

**Board Committees:**

- Acquisitions, Divestments & Finance
- Audit\*
- Compensation

**Key Skills and Experience:**

**Chief Financial and Planning Officer:** Richard brings financial leadership and risk management experience to the Board. Until March 2021, he served as Vice Chairman and Chief Financial and Planning Officer of Eaton Corporation, a pre-eminent global power management entity, where he had an impactful tenure from 2009 and 2002, respectively.

**Operational Expertise:** Richard brings a wealth of risk management expertise underpinned by his oversight of multiple critical operational and strategic functions. These include areas such as accounting, control, corporate development, M&A, capital allocation, information systems, internal audit, investor relations, strategic planning, tax and treasury functions.

**Diverse Leadership Experience:** A wide range of industry-leading corporations and consultancies.

**Additional Skills:** Accounting, Governance, Building Materials or Capital Intensive Industry Experience, Compensation, IT & Cyber Security, Safety & Sustainability, Strategy.

**Career Highlights:** Eaton Corporation plc, Vice Chairman, Chief Financial Officer and Planning Officer; Transamerica Corporation; NatSteel Ltd.; The Walt Disney Company; Booz Allen & Hamilton; The Boston Consulting Group.

**Other Public Company Boards:** Avient Corporation [NYSE]; Crown Holdings, Inc. [NYSE]; Waters Corporation [NYSE]; Eaton Corporation plc [NYSE] (former in last 5 years); Hennessy Capital Investment Corp. VI [NYSE] (former in last 5 years).

**Education:** Bachelor of Arts in Economics, Stanford University; Master of Business Administration, Harvard Business School; and Juris Doctor, Harvard Law School.



**Johan Karlström (69)**  
Non-management Director

**Non-management Director since:**  
September 2019

**Board Committees:**

- Acquisitions, Divestments & Finance
- Safety, Environment & Social Responsibility

**Key Skills and Experience:**

**Global Construction Experience:** As the former President and Chief Executive Officer of Skanska AB, a pre-eminent multi-national construction and project development firm, Johan has a deep understanding of global markets that he brings to the Board. His career encompasses a diverse array of global leadership roles across the United States and Europe, culminating in his tenure as President and Chief Executive from 2008 to his retirement. Prior to this, he was President and Chief Executive Officer of BPA (now Bravida), a publicly listed mechanical and installation group, from 1996 to 2000.

**Sustainability Leader:** Johan led Skanska's Green Construction Initiative, with the aim of developing environmentally friendly solutions for their customers. This sustainability ethos continues to drive Johan's leadership in the dynamic field of construction.

**Additional Skills:** Governance, Capital Allocation, Building Materials or Capital Intensive Industry Experience, Talent Management, Compensation, Safety & Sustainability, Strategy.

**Career Highlights:** Skanska AB, President and Chief Executive Officer; and BPA (now Bravida), President and Chief Executive Officer.

**Other Public Company Boards:** Sandvik AB [NASDAQ Stockholm] (former in last 5 years).

**Education:** Master of Science, Engineering, KTH Royal Institute of Technology.

**Note:**

\* Audit Committee Financial Expert as determined by the Board.



**Shaun Kelly (66)**

Non-management Director

**Non-management Director since:**

December 2019

**Board Committees:**

- Acquisitions, Divestments & Finance
- Audit (Chair)\*
- Compensation

**Key Skills and Experience:**

**Global Strategist:** As the Global Chief Operating Officer of KPMG International until September 2019, Shaun possesses a wealth of experience in crafting and executing robust business strategies within the competitive landscape of global markets. His leadership role encompassed both the implementation of the firm’s over-arching global strategy, and the successful orchestration of a myriad of global initiatives that drove KPMG’s mission forward.

**Financial Management Expert:** Shaun has distinguished himself in the fields of accounting, internal control, financial management and financial reporting. His deep understanding of both U.S. and international markets, along with the intricacies of operating conditions, sets him apart as a leader in his field.

**Additional Skills:** Governance, M&A, Talent Management, IT & Cyber Security, Compensation, Strategy.

**Career Highlights:** KPMG Global, Chief Operating Officer, Partner in Charge, U.S. Transaction Services, Vice Chair and Head of U.S. Tax, Vice Chair Operations and Chief Operating Officer - Americas.

**Other Public Company Boards:** None.

**Education:** Bachelor of Commerce and Diploma in Professional Accounting, University College Dublin; and Honorary Doctorate from Queen’s University Belfast.



**Badar Khan (55)**

Non-management Director

**Non-management Director since:**

October 2021

**Board Committees:**

- Audit
- Nomination & Corporate Governance

**Key Skills and Experience:**

**Large Scale Infrastructure:** As Chief Executive Officer and Director of EVgo, Inc., one of the largest public electric vehicle fast charging networks in the U.S., Badar brings a depth of expertise in large-scale infrastructure. Additionally, until June 2022, he was the President of National Grid U.S., a segment of the leading energy transmission and distribution company, National Grid.

**Innovator:** Badar’s extensive leadership experience within the energy sector has been characterized by a pursuit of transformative solutions, harnessing cutting-edge technology to fundamentally reshape how individuals and businesses engage with and utilize energy. He brings that commitment to innovation at CRH.

**Diverse Regulatory Experience:** Badar’s regulatory acumen enriches the Board, equipping CRH with the knowledge necessary to adeptly navigate complex legal and environmental challenges, coupled with his experience in international energy services.

**Additional Skills:** Governance, Capital Allocation, Talent Management, IT & Cyber Security, Safety & Sustainability, Strategy.

**Career Highlights:** EVgo, Inc. Chief Executive Officer; National Grid, President; National Grid U.S., President; National Grid Ventures, President; Centrica, Chief Executive Officer, Direct Energy, President, Direct Energy Upstream & Trading, Managing Director, British Gas Business and SVP, Direct Energy U.S Northeast.

**Other Public Company Boards:** EVgo, Inc. [NASDAQ].

**Education:** Bachelor of Engineering, Brunel University; Master of Business Administration, The Wharton School of the University of Pennsylvania.



**Gillian L. Platt (72)**

Non-management Director

**Non-management Director since:**

January 2017

**Board Committees:**

- Nomination & Corporate Governance
- Safety, Environment & Social Responsibility

**Key Skills and Experience:**

**Human Resources & People Development:** Gillian’s background in human resources and talent management brings an invaluable people perspective to the Board. During her executive career, Gillian has held several senior leadership positions across multiple industries and geographies. Gillian also held the position of Executive Vice President and Chief Human Resources Officer at Finning International, Inc. (the world’s largest Caterpillar equipment dealer) with global responsibility for human resources, talent development and communications.

**Strategy & Communications:** Gillian has held considerable responsibility in strategy development and communications, and prior to her tenure at Finning International, held senior executive roles at Aviva, the multinational insurance company as Executive Vice President Human Resources and Executive Vice President Strategy and Corporate Development.

**Additional Skills:** Governance, Compensation, Safety & Sustainability, Talent Management.

**Career Highlights:** Finning International, Inc., Executive Vice President & Chief Human Resources Officer; Aviva, Executive Vice President, Human Resources & Corporate Affairs and Executive Vice President, Strategy & Corporate Development.

**Other Public Company Boards:** Interfor Corporation [TSX].

**Education:** Bachelor of Arts, University of Western Ontario; Master of Education, University of Toronto.

**Note:**

\* Audit Committee Financial Expert as determined by the Board.



**Mary K. Rhinehart (67)**  
Non-management Director

**Non-management Director since:**  
October 2018

**Board Committees:**

- Compensation Committee
- Nomination & Corporate Governance
- Safety, Environment & Social Responsibility (Chair)

**Key Skills and Experience:**

**Building Materials Sector:** Mary brings a wealth of leadership and experience from within the building materials industry, having served more than 40 years with the Berkshire Hathaway group of companies. This included her role as CEO and Chair of Johns Manville Corporation, a leading global manufacturer of premium-quality building products and engineered specialty materials, and now as Non-Executive Chair of Johns Manville and Non-Executive Chair of Lubrizol Corporation, also owned by Berkshire Hathaway. Mary was formerly a Director of Graphic Packaging Holding Company, a Non-Executive Director of Ply Gem Holdings Inc., and Lead Director of CoBiz Financial.

**Strategic Management Expert:** Prior to becoming CEO, Mary was EVP Finance and CFO at Johns Manville. She held key strategic roles as a P&L leader of several business units and key leadership roles in finance, global treasury, global supply chain, human resources and business development.

**Additional Skills:** Capital Allocation, Accounting, Internal Control & Financial Expertise, Governance, Talent Management, Compensation, Safety & Sustainability, Strategy.

**Career Highlights:** Johns Manville, Chief Executive Officer and Chair, SVP and CFO, VP Finance, and VP Controller & Treasurer.

**Other Public Company Boards:** Graphic Packaging Holding Company [NYSE] (former in the last 5 years).

**Education:** Bachelor of Finance, University of Colorado; Master of Business Administration, University of Denver.



**Siobhán Talbot (62)**  
Non-management Director

**Non-management Director since:**  
December 2018

**Board Committees:**

- Audit\*
- Compensation
- Nomination & Corporate Governance

**Key Skills and Experience:**

**Business Leader:** Siobhán is a distinguished business leader and was Group Managing Director of Glanbia, where she led significant transformation, creating a leading global nutrition organization operating across 32 countries with significant U.S. operations. Siobhán held this position for ten years until her retirement in December 2023.

**Accounting & Financial Expertise:** Siobhán is a trained accountant and prior to her appointment as Group Managing Director of Glanbia in 2013, she held a variety of finance roles across the Group, most notably as Finance Director, a role which encompassed responsibility for Glanbia's strategic planning. Prior to joining Glanbia, Siobhán worked as an accountant with PwC in Ireland and Australia. Siobhán is a Fellow of Chartered Accountants Ireland.

**Additional Skills:** Governance, M&A, Capital Allocation, Talent Management, Safety & Sustainability, Strategy.

**Career Highlights:** Glanbia plc, Group Managing Director, Group Finance Director, Deputy Group Finance Director, and Group Secretary.

**Other Public Company Boards:** Glanbia plc [LSE] [ISEQ] (former in the last 5 years).

**Education:** Bachelor of Commerce, University College Dublin; Diploma in Professional Accounting, University College Dublin; Honorary Doctorate, University College Cork; and Honorary Doctorate, University College Dublin.



**Christina Verchere (54)**  
Non-management Director

**Non-management Director since:**  
March 2023

**Board Committees:**

- Acquisitions, Divestments & Finance
- Audit

**Key Skills and Experience:**

**Oil & Gas Sector Expertise:** Christina brings over 25 years of experience from the capital-intensive oil and gas sector. She currently serves as Chief Executive Officer of OMV Petrom S.A. (OMVP) since 2018. OMVP is the largest integrated energy producer in Southeastern Europe and is active across the energy value chain from oil and gas production to power generation and supply.

**International Leadership:** Prior to joining OMVP, Christina spent over 20 years working with BP where she held a variety of senior leadership positions across multiple regions, including the UK, the U.S., Canada and Indonesia and was responsible for the restructuring of BP's Upstream business into a functional model.

**Additional Skills:** M&A, Accounting, Internal Control and Financial Expertise, Talent Management, Safety & Sustainability, Strategy.

**Career Highlights:** OMV Petrom, Chief Executive Officer; BP Regional President, Asia Pacific, President and CEO, BP Canada, and VP Upstream Program Management Office.

**Other Public Company Boards:** OMV Petrom S.A. [BVB].

**Education:** Master of Economics Science, University of Aberdeen.

**Note:**

\* Audit Committee Financial Expert as determined by the Board.

## Director Compensation

Non-management Directors receive their fees in a mix of cash and equity. The fee structure for 2025 was as follows:

Non-management Director Fee Structure for 2025		\$'000
<b>Board Retainer</b>		
Cash Retainer		140
Equity Retainer		180
<b>Board Leadership Premiums (i)</b>		
Chair - Cash		300
Chair - Equity		120
Senior Independent Director - Cash		40
<b>Committee Pay (i)</b>		
Acquisitions, Divestments & Finance Committee Chair		18
Audit Committee Chair		28
Compensation Committee Chair		25
Nomination & Corporate Governance Committee Chair		20
Safety, Environment & Social Responsibility Committee Chair		20
<b>Other Non-management Director Pay Policies</b>		
Share Ownership Guidelines	5x Cash Retainer in 5 years, with 75% net share holdings until the Guidelines are met	

**Notes:**

(i) These cash fees are in addition to the Board Retainer.

The following table summarizes the compensation awarded or paid to the non-management Directors for the year ended December 31, 2025:

Non-management Director Compensation for the year ended December 31, 2025					
	Fees earned or paid in cash \$'000	Share Awards (i) \$'000	All Other Compensation (ii) \$'000	Total \$'000	
R. Boucher	478	300	28	806	
P. Decker (iii)	35	105	–	140	
C. Dowling	140	180	28	348	
R. Fearon	140	180	5	325	
J. Karlström	140	180	2	322	
S. Kelly	168	180	–	348	
B. Khan	140	180	2	322	
L. McKay	205	180	–	385	
G.L. Platt	140	180	2	322	
M.K. Rhinehart	160	180	6	346	
S. Talbot	140	180	22	342	
C. Verchere	140	180	–	320	
	2,026	2,205	95	4,326	

**Notes:**

- (i) Represents the grant date fair value of Restricted Share Units ('RSUs'), calculated in accordance with FASB ASC Topic 718, issued to the non-management Directors under the CRH plc 2025 Equity Incentive Plan (the '2025 Equity Incentive Plan') on May 13, 2025. RSUs vest on the earlier of the first anniversary of the date of grant or the date of CRH's next AGM following the date of grant of the RSU. RSUs accrue dividend equivalents at the time and at the same rate as dividends are paid on CRH's Ordinary Shares, with such dividend equivalents being released to the recipient in the form of additional RSUs (equal to the credited amount of dividends paid divided by the fair market value on the date of the dividend payment) if and to the extent that the RSUs vest.
- (ii) For Mr. Boucher, Ms. Dowling and Ms. Talbot, includes solely the reimbursement of taxes payable in connection with hotel accommodations in respect of meetings held in Ireland, in compliance with Irish law. For Mr. Fearon, Mr. Khan, Mr. Karlström, Ms. Platt and Ms. Rhinehart, includes solely professional advice related to Irish tax filing fees.
- (iii) Mr. Decker served as a member of the Board from October 1, 2025 through December 1, 2025, at which point he resigned from the Board due to unforeseen circumstances. Mr. Decker's decision to resign was not the result of any disagreement relating to the Company's operations, policies or practices. Mr. Decker's RSU award lapsed following his resignation from the Board.

Details of the shareholdings of the non-management Directors are outlined on page 81.

## How we set Non-management Director Compensation

The fees and awards for the non-management Directors are set within the limits of the 2025 Equity Incentive Plan previously approved by shareholders. In determining non-management Director compensation, the Board receives advice from the Compensation Committee's independent compensation advisor. The Executive Director receives no additional compensation for his Board service.

The non-management Directors are not entitled to receive any compensation upon the termination of their appointment and no fees will be payable in respect of any unserved portion of the term of their appointment. Other than discussed above, the non-management Directors are not entitled to participate in the Company's annual incentive award program or other benefit plans. Each non-management Director is entitled to reimbursement from the Company for reasonable expenses incurred in the performance of their duties. The non-management Directors may be entitled, in certain circumstances and at the Company's expense, to obtain independent professional advice in the furtherance of their duties as Directors.

## Proposal 2 – Advisory Vote to Approve Named Executive Officer Compensation (‘Say-on-Pay’)

### **The Board of Directors recommends that shareholders vote FOR the approval, on an advisory and non-binding basis, of the compensation of our NEOs.**

The resolution gives shareholders the opportunity to express their non-binding views on the 2025 compensation of our NEOs as disclosed in this Proxy Statement.

As described in the “Compensation Discussion & Analysis” (‘CD&A’) section of this Proxy Statement on pages 49 to 80, our executive compensation program is designed to:

- ensure alignment of executive and shareholder interests through share-based long-term incentive awards and share ownership guidelines;
- maintain policies and programs that will attract, retain and motivate executives, and fairly reward our executives for the contribution they make to the business;
- provide total compensation which is market competitive, with regard to the size and complexity of the Company’s operations and the markets in which we compete for talent (using peer company and compensation survey data comparisons);
- maintain compensation packages that include salary, short- and long-term incentives, benefits and retirement provisions, and perquisites; and
- appropriately align executive pay and performance by delivering a significant amount of total compensation through variable incentive compensation.

We ask shareholders to review the CD&A section of this Proxy Statement, including the compensation tables and the related narrative discussion included therein for more information.

As an advisory vote, the outcome of the vote on this Proposal 2 will not be binding on CRH. However, the Compensation Committee values the opinions and views of shareholders and will consider the outcome of the vote when making future compensation decisions regarding our executive compensation programs.

### **Vote Required**

Approval of Proposal 2, on an advisory and non-binding basis, requires that more than 50% of the votes cast on this resolution must be cast “FOR” the resolution. Abstentions and broker non-votes are not considered votes cast and will not impact the outcome of the vote on this Proposal 2.

The text of the resolution in respect of Proposal 2 is as follows:

“That, on an advisory and non-binding basis, the compensation of the Company’s Named Executive Officers as disclosed in the Notice of Meeting and Proxy Statement for the 2026 AGM on pages 49 to 80 under the heading “Compensation Discussion & Analysis” is approved.”

### Proposal 3 – Ratification of the Appointment of Deloitte & Touche LLP as Auditor and Authority to set the Compensation of the Auditor

**The Board of Directors recommends that shareholders vote FOR the proposal to ratify the appointment of Deloitte & Touche LLP ('Deloitte U.S.') as independent auditor of the Company and FOR the proposal to authorize the Audit Committee to fix the auditors' compensation.**

The Audit Committee has selected Deloitte U.S. as its independent registered public accounting firm for the fiscal year ending December 31, 2026, and related interim periods, and Deloitte Ireland LLP ('Deloitte Ireland') as the Company's statutory auditor under Irish law.

The Company requests shareholders' non-binding ratification of the appointment of Deloitte U.S. as its independent registered public accounting firm. The Company also requests authorization for the Audit Committee to fix the compensation of Deloitte U.S., Deloitte Ireland, the member firms of Deloitte Touche Tohmatsu Limited and their respective affiliates (together, 'Deloitte').

Representatives of Deloitte U.S. and Deloitte Ireland will be present at the 2026 AGM, will have the opportunity to make a statement if they desire to do so, and will be available to respond to questions.

**Report of the Audit Committee**

While management has the primary responsibility for the financial statements and the financial reporting process, including the system of internal controls, the Audit Committee reviews the Company's audited financial statements and financial reporting process on behalf of the Board. The Company's auditor, Deloitte U.S., is responsible for performing an independent audit of the Company's Consolidated Financial Statements in accordance with the standards of the U.S. Public Company Accounting Oversight Board (the 'PCAOB') and to issue a report thereon. The Audit Committee monitors those processes. In this context, the Audit Committee has met and held discussions with management and Deloitte U.S. regarding the fair and complete presentation of the Company's results. The Audit Committee has also discussed the significant accounting policies applied by the Company in its financial statements. Management has represented to the Audit Committee that the Company's Consolidated Financial Statements were prepared in accordance with U.S. generally accepted accounting principles ('GAAP'), and the Audit Committee has reviewed and discussed the Consolidated Financial Statements with management and the auditor. The Audit Committee has also discussed with Deloitte U.S. the matters required to be discussed by Auditing Standard No. 1301, "Communications with Audit Committees" issued by the PCAOB.

In addition, the Audit Committee has received and reviewed the written disclosures and the letter from Deloitte U.S. required by the PCAOB regarding Deloitte's communications with the Audit Committee concerning independence and discussed with Deloitte U.S. the auditor's independence from the Company and its management in connection with the matters stated therein. The Audit Committee also considered whether the auditor's provision of non-audit services to the Company and its tenure is compatible with the auditor's independence. The Audit Committee has concluded that the auditor is independent from the Company and its management.

The Audit Committee discussed with the Company's internal and external auditors the overall scope and plans for their respective audits. The Audit Committee meets separately with the internal and external auditors, with and without management present, to discuss the results of their examinations, the evaluations of the Company's internal controls and the overall quality of the Company's financial reporting.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board, and the Board approved, that the audited Consolidated Financial Statements be included in the Company's 2025 Annual Report on Form 10-K filed with the SEC on February 18, 2026.

The Audit Committee and the Board believe that the appointment of Deloitte U.S. as the independent registered public accounting firm is in the best interests of the Company and its shareholders and has recommended that shareholders ratify the appointment of Deloitte U.S. as our independent auditor for the fiscal year ending December 31, 2026.

**Submitted by the Audit Committee of the Board.**

**Shaun Kelly (Chair)**  
**Caroline Dowling**  
**Richard Fearon**  
**Badar Khan**  
**Siobhán Talbot**  
**Christina Verchere**

**Fees of the Auditors**

The Audit Committee is responsible for assessing the compensation of the independent registered public accounting firm in light of, among other things, the firm's qualifications and performance.

Deloitte U.S. has been the Company's independent registered public accounting firm since February 28, 2025. Deloitte Ireland preceded Deloitte U.S. and was the Company's independent registered public accounting firm from April 23, 2020 until February 28, 2025. The following table sets forth the aggregate fees for professional services rendered by Deloitte for the periods indicated in respect of the following categories. The Company did not pay any other fees to its auditors during the periods indicated below.

<i>in \$ millions</i>	Deloitte	
	For the Year Ended December 31,	
	2025	2024
Audit fees (i)	29	31
Audit-related fees (ii)	2	1
Tax fees	1	-
All other fees	-	-
<b>Total</b>	<b>32</b>	<b>32</b>

**Notes:**

- (i) Represents the aggregate fees for professional services performed by Deloitte for the audit of our annual financial statements, internal control attestation procedures, statutory audits of our parent company and subsidiary financial statements and other services that are normally provided in connection with statutory and regulatory filings or engagements.
- (ii) Represents fees for assurance and related services performed by Deloitte that are reasonably related to the performance of the audit or review of our financial statements. This includes employee benefit plan audits, agreed-upon procedures reports, and services in connection with the Company's potential divestitures.

**Pre-Approval Policies and Procedures**

In order to ensure auditor independence and objectivity, the Audit Committee has adopted a policy which sets out the types of permitted and non-permitted non-audit services and those which require explicit prior approval. The policy of our Audit Committee is to pre-approve all audit and non-audit services provided by Deloitte. On an annual basis the Audit Committee will review and pre-approve the services which may be provided by the independent auditor. All of the audit and non-audit services carried out in the years ended December 31, 2025 and 2024 were pre-approved by the Audit Committee.

The fees paid to Deloitte for non-audit services in 2025 amounted to \$2.9 million and represented approximately 10% of the total audit fees for the year.

**Vote Required**

The resolutions in respect of Proposal 3(a) (the ratification of the appointment of Deloitte U.S., in a non-binding vote) and Proposal 3(b) (the authorization of the Audit Committee to fix Deloitte's compensation, in a binding vote, which is an ordinary resolution under Irish company law), require that more than 50% of the votes cast on this resolution must be cast "FOR" the resolutions. Abstentions and broker non-votes are not considered votes cast and will not impact the outcome of the vote on this Proposal 3.

As an advisory vote, the outcome of the vote on the appointment of Deloitte U.S. (Proposal 3(a)) will not be binding on CRH. However, the Board values the opinions and views of shareholders and will consider the outcome of the vote when making future decisions regarding the appointment of the auditor.

The text of the resolution in respect of Proposal 3 is as follows:

"That, by separate resolutions:

- (a) in a non-binding vote, the appointment of Deloitte & Touche LLP as independent auditor of CRH is ratified; and
- (b) in a binding vote, the Audit Committee is authorized to fix the compensation of Deloitte & Touche LLP, Deloitte Ireland LLP, the member firms of Deloitte Touche Tohmatsu Limited and their respective affiliates."

## Proposal 4 – Renewal of the Annual Authority of the Board of Directors to Issue Shares

### **The Board of Directors recommends that shareholders vote FOR the proposal to renew the annual authority of the Board of Directors to issue shares.**

Under Irish law, directors of an Irish public limited company must have authority from its shareholders to issue any shares, including shares which are part of the Company's authorized but unissued share capital. The authority in Proposal 4 is for an amount which represents approximately 20% of the issued Ordinary Shares as of March 11, 2026. Any allotment exceeding 20% of the issued Ordinary Shares will only be made with the prior approval of the shareholders of the Company at a General Meeting.

Granting the Board this authority is a routine matter for Irish public limited companies and is consistent with NYSE rules and listing standards and with U.S. capital markets practice and governance standards for Irish-incorporated companies. This authority is fundamental to our business because it enables us to issue shares, including, if applicable, to fund acquisitions and raise capital and in connection with our equity compensation plans (where required). We are not asking you to approve an increase in our authorized share capital or to approve a specific issuance of shares. Instead, approval of this Proposal 4 will only grant the Board the authority to issue shares that are already authorized under our Articles upon the terms below.

The Directors have no present intention of issuing any shares, other than in connection with CRH's equity compensation plans.

### **Vote Required**

Approval of Proposal 4, which is an ordinary resolution under Irish company law, requires that more than 50% of the votes cast on this resolution must be cast "FOR" the resolution. Abstentions and broker non-votes are not considered votes cast and will not impact the outcome of the vote on this Proposal 4.

The text of the resolution in respect of Proposal 4 is as follows:

"That, in accordance with the powers, provisions and limitations of Article 11(d) of the Articles of Association of the Company, the Directors be and they are hereby authorized to allot relevant securities (within the meaning of Section 1021 of the Companies Act 2014) up to an aggregate of 141,008,744 Ordinary Shares.

This authority shall expire at the close of business on the earlier of the date of the Annual General Meeting in 2027 or November 6, 2027."

## Proposal 5 – Renewal of the Annual Authority of the Board of Directors to Issue Shares for Cash without first Offering Shares to Existing Shareholders

### **The Board of Directors recommends that shareholders vote FOR the proposal to renew the annual authority of the Board of Directors to issue shares for cash without first offering shares to existing shareholders.**

Under Irish law, unless otherwise authorized, when an Irish public limited company issues shares for cash it is required first to offer those shares on the same or more favorable terms to existing shareholders of the Company on a pro rata basis (commonly referred to as the statutory pre-emption right). In this Proposal 5, the Board seeks a renewal of the shareholder authority approved at the 2025 AGM for the disapplication of pre-emption rights up to a maximum of 20% of the Company's issued Ordinary Shares on an unrestricted basis.

Granting the Board this authority is a routine matter for Irish public limited companies and is consistent with NYSE rules and listing standards and with U.S. capital markets practice and governance standards for Irish-incorporated companies. Similar to the authorization sought under Proposal 4, this authority is fundamental to our business because it enables us to issue shares under our equity compensation plans (where required) and, if applicable, will facilitate our ability to fund acquisitions and otherwise raise capital. We are not asking you to approve an increase in our authorized share capital. Approval of Proposal 5 will only grant the Board the authority to issue shares in the manner already permitted under our Articles upon the terms below. Without this authorization, in each case where we issue shares for cash, we would first have to offer those shares on the same or more favorable terms to all of our existing shareholders. This requirement could cause delays in the completion of acquisitions and capital raising for our business and undermine the operation of our equity compensation plans.

### **Vote Required**

Approval of Proposal 5, which is a special resolution under Irish company law, requires that at least 75% of the votes cast on this resolution must be cast "FOR" the resolution. Abstentions and broker non-votes are not considered votes cast and will not impact the outcome of the vote on this Proposal 5.

The text of the resolution in respect of Proposal 5 is as follows:

"As a special resolution, that the Directors be and they are hereby empowered to allot equity securities (within the meaning of Section 1023 of the Companies Act 2014) for cash to the extent permitted by Proposal 4, provided that this authority may only be used for:

- (a) the allotment of equity securities up to an aggregate of 141,008,744 Ordinary Shares; and/or
- (b) the allotment of equity securities by way of a rights issue or other pre-emptive issue to the holders of Ordinary Shares in accordance with Article 11(e) of the Articles of Association of the Company on the basis that the reference to a rights issue in Article 11(e) shall include rights issues and other pre-emptive issues.

This authority shall expire at the close of business on the earlier of the date of the Annual General Meeting in 2027 or November 6, 2027, save 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 date and the Directors may allot equity securities in pursuance of such offer or agreement as if such power had not expired."

## Proposal 6 – Renewal of the Annual Authority of the Board of Directors to Make Market Repurchases and Overseas Market Repurchases of the Company’s Issued Ordinary Shares

### **The Board of Directors recommends that shareholders vote FOR the proposal to renew the annual authority of the Board of Directors to make market repurchases and overseas market repurchases of up to 10% of the Company’s issued Ordinary Shares.**

The Company has an ongoing commitment to returning cash to shareholders and managing the share capital of the Company. The Board believes that the Company should retain the ability to repurchase its own shares in support of this ongoing commitment.

Under Irish law, neither the Company nor any subsidiary of the Company may make market repurchases of the Company’s Ordinary Shares without shareholder approval. Accordingly, shareholders are being asked to authorize the Company, or any of its subsidiaries, to make market repurchases and overseas market repurchases of up to 10% of the Company’s issued Ordinary Shares as of the date of the passing of Proposal 6.

The Company currently also has the flexibility to make repurchases of Ordinary Shares by way of redemption pursuant to Article 4A of our Articles and all of the repurchases over the last year have used this mechanism. It is the Company’s intention to continue to seek shareholder authority to provide for additional flexibility and to give subsidiaries of the Company flexibility to make market repurchases and overseas market repurchases of the Company’s shares.

The general authority, if approved by our shareholders, will become effective from the date of passing of the resolution.

### **Vote Required**

Approval of Proposal 6, which is an ordinary resolution under Irish company law, requires that more than 50% of the votes cast on this resolution must be cast “FOR” the resolution. Abstentions and broker non-votes are not considered votes cast and will not impact the outcome of the vote on this Proposal 6.

The text of the resolution in respect of Proposal 6 is as follows:

“As an ordinary resolution, that, the Company and/or any of its subsidiaries be and are hereby authorized to make market repurchases and/or overseas market repurchases (as defined in Section 1072 of the Companies Act 2014) of Ordinary 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 aggregate number of Ordinary Shares authorized to be acquired pursuant to the terms of this resolution shall not exceed, in the aggregate, 10% of the Ordinary Shares in issue at the date of the passing of this resolution;
- (b) the minimum price (exclusive of taxes and expenses), which may be paid for any Ordinary Share, shall be the nominal value of the Ordinary Shares; and
- (c) the maximum price (exclusive of taxes and expenses), which may be paid for any Ordinary Shares, shall be an amount equal to 110% of the closing price for the Ordinary Shares on the market on which the purchase is to be effected on the trading day preceding the date of purchase.

This authority shall expire at the close of business on the earlier of the date of the Annual General Meeting in 2027 or November 6, 2027. The Company or any subsidiary may, before such expiration, make an offer or agreement which would or might be wholly executed after such expiration and may complete any such contract as if the authority conferred hereby had not expired.”

## Proposal 7 – Renewal of the Annual Authority to Re-Issue Treasury Shares and to Determine the Price Range at which the Company can Re-issue such Shares that it Holds as Treasury Shares

### The Board of Directors recommends that shareholders vote FOR the proposal to determine the price range at which the Company can re-issue shares that it holds as treasury shares.

Our market repurchases, overseas market repurchases, redemptions and other share repurchase activities may result in Ordinary Shares being acquired and held by the Company as treasury shares. We may re-issue treasury shares that we acquire for certain reasons, including in connection with our equity compensation plans.

Under Irish law, our shareholders must authorize the price range at which we may re-issue any shares held in treasury. In Proposal 7, that price range is expressed as a minimum and maximum percentage of the prevailing market price (as defined below).

The authority being sought from shareholders provides that the minimum and maximum prices at which an Ordinary Share held in treasury may be re-issued are 95% and 120%, respectively, of the closing market price of the Ordinary Shares on NYSE for the five trading days prior to the date of re-issue, except as described below with respect to obligations under equity compensation plans. Any re-issue of treasury shares will be at price levels that the Board considers in the best interests of the Company.

### Vote Required

Approval of Proposal 7, which is a special resolution under Irish company law, requires that at least 75% of the votes cast on this resolution must be cast “FOR” the resolution. Abstentions and broker non-votes are not considered votes cast and will not impact the outcome of the vote on this Proposal 7.

The text of the resolution in respect of Proposal 7 is as follows:

“As a special resolution, the Company be and is hereby authorized to re-issue treasury shares (as defined in Section 1078 of the Companies Act 2014) in accordance with Article 8B of the Articles of Association and subject to the following restrictions and provisions:

- a. the maximum price at which such treasury share may be re-issued shall be an amount equal to 120% of the “market price”;
- b. the minimum price at which a treasury share may be re-issued shall be the nominal value of the share where such a share is required to satisfy an obligation under any compensation program (including any share scheme or option schemes) operated by the Company or any of its subsidiaries (as defined by Section 7 of the Companies Act 2014) or, in all other cases, an amount equal to 95% of the “market price”;
- c. for the purposes of this resolution, the “market price” shall mean the average closing price per Ordinary Share of the Company on NYSE for the five trading days prior to the date of re-issue.

This authority shall expire at the close of business on the earlier of the date of the Annual General Meeting in 2027 or November 6, 2027 unless previously varied or renewed in accordance with the provisions of Section 109 and/or 1078 (as applicable) of the Companies Act 2014 (and/or any corresponding provision of any amended or replacement legislation) and is without prejudice or limitation to any other authority of the Company to re-issue treasury shares on-market.”

## Overview of Proposals 8 through 11 Relating to Proposed Cancellation of the Preference Shares

### Overview

On March 13, 2026, following a review of its LSE Ordinary Share listing as well as its Preference Share capital structure, CRH announced its intention to delist the Ordinary Shares and the 7% Preference Shares from the LSE and, subject to approval by Ordinary Shareholders and Preference Shareholders, to cancel the 7% Preference Shares and the 5% Preference Shares. As part of the review, the Board carefully considered, among other factors, the regulatory and administrative obligations arising from retaining the 5% Preference Shares and 7% Preference Shares (together, the 'Preference Shares'). Following completion of the review, the Board concluded that it is in the best interests of CRH and its Ordinary Shareholders and Preference Shareholders as a whole to seek to simplify the Company's share capital structure and reduce certain regulatory and administrative obligations applicable to it, by retiring both the 7% Preference Shares and the 5% Preference Shares (and delisting the 5% Preference Shares from Euronext Growth Dublin), subject to approval of the Ordinary Shareholders and Preference Shareholders. The total par value of the issued and outstanding legacy Preference Shares is €1,170,940.

CRH proposes to cancel its (i) 50,000 5% Cumulative Preference Shares of €1.27 each (ISIN: IE0001827264) issued in 1950 (the '5% Preference Shares') and (ii) its 872,000 7% "A" Cumulative Preference Shares of €1.27 each (ISIN: IE0001827603) issued in 1973 (the '7% Preference Shares') (the 'Preference Share Cancellations'), pursuant to two separate schemes of arrangement under Chapter 1 of Part 9 of the Irish Companies Act 2014 (the 'Schemes' or the 'Schemes of Arrangement'). A scheme of arrangement is a court-approved arrangement between a company and its shareholders carried out in accordance with the Companies Act 2014. The Preference Share Cancellations will also involve the associated Capital Reduction under the Companies Act 2014 to cancel the Preference Shares. Each of the Schemes of Arrangement and the Capital Reduction require the approval of the High Court of Ireland (the 'Irish High Court').

The 5% Preference Shares are currently admitted to trading on Euronext Growth Dublin. The 7% Preference Shares are currently admitted to trading on the LSE but will be delisted with effect from 8:00 a.m. (London) on April 20, 2026. The last day of trading of the 7% Preference Shares on the LSE will be April 17, 2026.

The Board is seeking the approval of Ordinary Shareholders (and the holders of the 7% Preference Shares (the '7% Preference Shareholders'), voting with the Ordinary Shareholders as a single class, for the purposes of Proposal 9 only) of Proposals 8 through 11 in connection with the Preference Share Cancellations. Further details on the

approvals required to implement the Preference Share Cancellations are described below in the section titled "Approvals Required to Implement the Proposed Cancellation of Preference Shares" on page 32.

The Preference Share Cancellations are subject to certain conditions set forth in the Schemes of Arrangement (the 'Conditions') and will become effective only after all Conditions have been satisfied or, if allowed by law, waived. Each Preference Share Cancellation will require, among other things, (i) approval at the 2026 AGM of each of Proposals 8, 9, 10 and 11, (ii) approval by the applicable class of Preference Shareholders of the applicable Scheme at the scheme meetings convened pursuant to the authority of the Board (the 'Scheme Meetings'), and (iii) the sanction of the applicable Scheme, and the confirmation of the applicable Capital Reduction, by the Irish High Court. Subject to the satisfaction or if allowed by law, waiver of the Conditions at the time the Schemes become effective (the 'Effective Time'), all Preference Shares will be cancelled pursuant to Sections 84 to 86 of the Companies Act 2014 in accordance with the terms of each Scheme. Further details on the conditions to the Preference Share Cancellations are described in the section entitled "Conditions to Implement the Preference Share Cancellations" on pages 32 and 33.

The Preference Shares are separate and independent from the Ordinary Shares, and the Ordinary Shares will not be impacted by Proposals 8 through 11.

### Cancellation Consideration

Under the terms of the proposed Schemes both classes will receive cancellation consideration of an amount equal to 40 times the annual dividend per Preference Share. This reflects a value determined by reference to the annual dividend per Preference Share capitalized at a rate of 2.5156% or approximately 100bps below the 30-year Bund rate as of March 12, 2026. The holders of the 5% Preference Shares (the '5% Preference Shareholders') will receive €2.54 for each 5% Preference Share cancelled (the '5% Cancellation Consideration'), representing 200% of the nominal value per share. The 7% Preference Shareholders will receive €3.556 for each 7% Preference Share cancelled (the '7% Cancellation Consideration', and together with the 5% Cancellation Consideration, the 'Cancellation Consideration'), representing 280% of the nominal value per share. The premium above nominal value will be paid from the Company's profits available for distribution, and the nominal value will be paid by way of repayment of capital. The Cancellation Consideration comprises the entire amount payable in respect of the cancellation of the Preference Shares and there is no separate entitlement or payment in respect of any dividend entitlement unpaid or otherwise accrued up to and including the Effective Time.

The total aggregate payment in consideration for the cancellation of the Preference Shares will be €3.23 million (approximately \$3.75 million). Given historic low levels of trading for the Preference Shares on their respective exchanges (including predecessor exchanges), it is not possible to identify the market value of the Preference Shares and the extent to which the Cancellation Consideration amounts to a premium to the market value of the Preference Shares. However, the Board believes that the Cancellation Consideration represents a significant premium to the value of the Preference Shares.

**Cancellation of Listings**

As noted above, the Company has applied to the UK Financial Conduct Authority (the ‘FCA’) and the LSE respectively for the listing of the 7% Preference Shares on the official list of the FCA to be cancelled and for the admission to trading of the 7% Preference Shares on the Main Market of the LSE to be cancelled, with such delisting to become effective from 8:00 a.m. (London) on April 20, 2026. The Company has also applied to Euronext Growth Dublin for the cancellation of the listing and admission to trading of the 5% Preference Shares on Euronext Growth Dublin, and such delisting is subject to receipt of the requisite approvals for the cancellation of the 5% Preference Shares at the AGM and the 5% Preference Shares Scheme Meeting (as defined below). If the Scheme in respect of the 5% Preference Shares becomes effective, the delisting from Euronext Growth Dublin is expected to take effect on or around the Effective Time.

**Recommendation of the Board and its Reasons for the Proposed Preference Share Cancellations**

The Board recommends that Ordinary Shareholders (and 7% Preference Shareholders, voting with Ordinary Shareholders as a single class, for the purposes of Proposal 9 only) approve Proposals 8 through 11 with respect to the proposed Preference Share Cancellations for the following reasons:

**Simplify capital and listing structure and associated compliance requirements:**

CRH is required to comply with administrative and regulatory requirements related to the Preference Shares. CRH believes that these compliance and other administrative burdens are disproportionate to the value of the Preference Shares and the small percentage of the Company’s total issued share capital that they represent. The Board believes that the Preference Share Cancellations, if implemented, would yield a number of efficiencies for CRH and its Ordinary Shareholders, through simplifying the Company’s capital structure and streamlining applicable regulatory requirements.

**Opportunity for Preference Shareholders to monetize their holding:**

There has been very little reported trading in the 7% or 5% Preference Shares over the past

decade, leaving the Preference Shareholders with limited opportunity to sell their shares. The proposed Preference Share Cancellations will provide the holders with the opportunity to convert their illiquid assets into cash at a significant premium.

**Approvals Required to Implement the Proposed Cancellation of Preference Shares**

As noted above, the Preference Share Cancellations require the approval of Ordinary Shareholders (and the 7% Preference Shareholders with respect to Proposal 9 only) of each of Proposals 8, 9, 10 and 11 at the 2026 AGM. Under the Articles, 7% Preference Shareholders are entitled to vote in respect of a capital reduction of the Company and will therefore be entitled to vote on Proposal 9 at the 2026 AGM with the Ordinary Shareholders, voting as a single class. The 7% Preference Shareholders are not entitled to vote on any other Proposals at the 2026 AGM.

In addition to seeking the approval of Proposals 8 through 11 at the 2026 AGM, each class of Preference Shareholders will be asked to approve the applicable Scheme at a separate Scheme Meeting for each class. On or around the date of this Proxy Statement, the Company issued a separate notice of Scheme Meeting, the terms of the applicable Scheme and related documentation, in respect of each Scheme Meeting to the Preference Shareholders in order to allow them to consider, and if thought fit, approve the cancellation of each class of Preference Shares. The Scheme Meetings to obtain such approvals are scheduled to be held on May 21, 2026 at (i) 10:00 a.m. (Dublin) in respect of the 7% Preference Shares, and (ii) 10:30 a.m. (Dublin) in respect of the 5% Preference Shares, or such later time as the immediately preceding Scheme Meeting for the 7% Preference Shares concludes. The full text of each Scheme is set out in Part I of Annex B and Annex C of this Proxy Statement.

In summary, the Preference Share Cancellations require approval by:

- (a) the Ordinary Shareholders of the Schemes and the granting of authority to the Directors of CRH to give effect to the Scheme(s), as described in Proposal 8 (acting by a majority of greater than 50% of votes cast);
- (b) the Ordinary Shareholders (and 7% Preference Shareholders voting with the Ordinary Shareholders as a single class) of the Capital Reduction relating to the cancellation of any class(es) of Preference Shares cancelled pursuant to the Schemes, as described in Proposal 9 (acting by a majority of at least 75% of votes cast);
- (c) the Ordinary Shareholders of the variation to the authorized share capital to remove any class(es) of Preference Shares, cancelled pursuant to the Schemes, as described in

Proposal 10 (acting by a majority of greater than 50% of votes cast);

- (d) the Ordinary Shareholders of the amended Articles to remove references to any class(es) of Preference Shares cancelled pursuant to the Schemes and to add a new Article 16 to facilitate the implementation of the Schemes, as described in Proposal 11 (acting by a majority of at least 75% of votes cast);
- (e) the 5% Preference Shareholders (who represent at least 75% in value of the members present and voting either in person or by proxy) of the Scheme of Arrangement to cancel the 5% Preference Shares (including the related delisting from Euronext Growth Dublin) (the ‘5% Preference Share Scheme’) at the Scheme Meeting to approve the 5% Preference Share Scheme (the ‘5% Preference Share Scheme Meeting’) (acting by a majority of at least 75% of votes cast); and
- (f) the 7% Preference Shareholders (who represent at least 75% in value of the members present and voting either in person or by proxy) of the Scheme of Arrangement to cancel the 7% Preference Shares (the ‘7% Preference Share Scheme’) at the Scheme Meeting to approve the 7% Preference Share Scheme (the ‘7% Preference Share Scheme Meeting’) (acting by a majority of at least 75% of votes cast).

**Conditions to Implement the Preference Share Cancellations**

The implementation of each Preference Share Cancellation is conditional upon the applicable Scheme becoming effective. The effectiveness of each Scheme is subject to the satisfaction (or if allowed by law, waiver) of the following conditions:

- (a) each of Proposals 8, 9, 10 and 11 being duly passed by the requisite majorities at the 2026 AGM (or any adjournment to such meeting);
- (b) approval of the applicable Scheme by the applicable class of Preference Shareholders (who represent at least 75% in value of the members present and voting either in person or by proxy at the applicable Scheme Meeting, and with the quorum of at least two persons holding or representing in person or by proxy at least one third in nominal value of the applicable class of Preference Shares in issue being satisfied at such Scheme Meeting);
- (c) the sanction by the Irish High Court of the applicable Scheme (with or without any modification(s), addition(s) or condition(s) approved or imposed by the Irish High Court) pursuant to Section 453 of the Companies Act 2014, and the confirmation of the Capital Reduction involved therein by the Irish High Court;
- (d) the delivery of a copy of the order or orders of the Irish High Court sanctioning any of

the Schemes and confirming the Capital Reduction (the ‘Scheme Order’), together with a copy of the minute required by Section 86 of the Companies Act 2014, to the Irish Registrar of Companies (the ‘Irish Registrar’) for registration in accordance with Section 454 of the Companies Act 2014, and registration of the applicable Scheme Order and minute by the Irish Registrar; and

(e) the Board not having resolved to abandon, discontinue and/or withdraw the applicable Schemes prior to the Irish High Court hearings to sanction the applicable Schemes (the ‘Court Hearings’).

The effectiveness of each Scheme is not inter-conditional. If the relevant approvals and conditions are satisfied in respect of a Scheme relating to only one class of Preference Share, the cancellation in respect of that class of Preference Share shall proceed.

Even if Proposals 8 through 11 are approved by the requisite majorities at the 2026 AGM, the Board reserves the right to abandon, discontinue and/or withdraw the Schemes prior to the Court Hearings without further action from Ordinary Shareholders or Preference Shareholders if it determines that the Preference Share Cancellations would no longer be in the best interests of the Company and its Ordinary Shareholders and Preference Shareholders as a whole.

**Effective Time**

Subject to obtaining the requisite approvals at the 2026 AGM and Scheme Meeting(s), an application will be made to the Irish High Court to set a date for the hearing to sanction the Scheme(s) under Section 453(2)(c) of the Companies Act 2014 and to confirm the Capital Reduction. Assuming the Conditions are satisfied, each Scheme is expected to take

effect in accordance with its terms as soon as a copy of the relevant Scheme Order and a copy of the minute required by Section 86(1) of the Companies Act 2014 have been delivered to the Irish Registrar for registration and registered by the Irish Registrar. In each case, the effectiveness of the Schemes will be notified to Ordinary Shareholders and Preference Shareholders by (i) an announcement through a Regulatory Information Service (as defined in the Irish Takeover Rules), with such announcement being made available on the Company’s website, and/or (ii) in such other manner as the Irish High Court might direct. The Scheme Meetings are expected to be held at the offices of Arthur Cox LLP, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland on May 21, 2026 at 10:00 a.m. (Dublin) in respect of the 7% Preference Shares, and at 10:30 a.m. (Dublin), or such later time as the immediately preceding Scheme Meeting for the 7% Preference Shares concludes and, subject to the satisfaction (or, if permitted by law, waiver) of the Conditions, the Scheme(s) are expected to become effective before the end of July 2026. The timing of the Schemes becoming effective depends on a number of factors including the availability of the Irish High Court to hear the application(s) to sanction the Scheme(s), and, if sanctioned, the date the Scheme Order(s) are delivered to and registered by the Irish Registrar. If the Scheme(s) become effective, at the Effective Time, the applicable class of Preference Shares will be cancelled pursuant to Section 84 to 86 of the Companies Act 2014 in accordance with the terms of the applicable Scheme.

Once effective, each Scheme will be binding on all of the Preference Shareholders to which the Scheme relates, irrespective of whether or not they attended or voted on the relevant

resolutions at the applicable Scheme Meeting and/or AGM.

The above summary of the terms and conditions of the Schemes of Arrangement does not purport to be complete, may not contain all of the information about the proposed Preference Share Cancellations that is important to you, and is qualified in its entirety by reference to the full text of each Scheme of Arrangement which is set out in Part I of each of Annex B and Annex C to this Proxy Statement. The required notices in respect of the Scheme Meetings have been sent separately to the Preference Shareholders. This document is not intended to, and does not, constitute the legal notice in respect of the Scheme Meetings.

**If the Proposed Preference Share Cancellations are not Approved**

If the proposed Preference Share Cancellations are not approved at the 2026 AGM or any adjournment or postponement thereof, or by the applicable class of Preference Shareholders at the Scheme Meetings, the Company will be unable to implement the proposed Preference Share Cancellations in the manner contemplated in this Proxy Statement.

**Impact of the Preference Share Cancellations on the Company’s Share Capital**

The following table contains approximate information, based on share information as of March 11, 2026, relating to the effect of the proposed Preference Share Cancellations on CRH’s issued and outstanding and authorized but unissued Ordinary Shares and Preference Shares in the event that the Preference Share Cancellations occur:

Description	Number of Ordinary Shares Authorized	Number of Ordinary Shares Issued (including Treasury Shares)	Number of 5% Preference Shares Authorized	Number of 5% Preference Shares Issued	Number of 7% Preference Shares Authorized	Number of 7% Preference Shares Issued
Pre-Preference Share Cancellations	1,250,000,000	705,043,723	150,000	50,000	872,000	872,000
Post-Preference Share Cancellations	1,250,000,000	705,043,723	0	0	0	0

**Notes:**

(i) Number of Ordinary Shares Issued shown as of March 11, 2026 and does not reflect any repurchases/redemptions under CRH’s share buyback program subsequent thereto.

If the Preference Share Cancellations are implemented, the Company’s current authorized share capital will be varied from €401,297,940 divided into 150,000 5% Preference Shares, 872,000 7% Preference Shares and 1,250,000,000 Ordinary Shares of €0.32 each, to €400,000,000 divided into 1,250,000,000 Ordinary Shares of €0.32 each, by removing the cancelled classes of Preference Shares from the Company’s authorized share capital. If only one class of Preference Shares is cancelled, the authorized

share capital will be reduced by the removal of that cancelled class of Preference Shares only. The proposed Preference Share Cancellations will have no impact on the number of authorized or issued Ordinary Shares.

**Accounting Matters**

The Company’s Consolidated Balance Sheets will be impacted by the proposed Preference Share Cancellations, if implemented, as follows: (i) the stated capital attributable to the Preference Shares (which is calculated as

nominal value multiplied by the number of Preference Shares issued and outstanding) will be reduced from €1,170,940 to €nil, (ii) the amount attributable to Retained Earnings will be reduced by an amount equal to the Cancellation Consideration payable in respect of any cancelled class of Preference Shares less the aggregate nominal value of the cancelled Preference Shares.

If only one class of Preference Share is cancelled, (i) the stated capital attributable to the Preference Shares will be reduced by an

amount equal to the aggregate nominal value of all issued and outstanding shares in such class, and, (ii) the amount attributable to Retained Earnings will be reduced by an amount equal to the Cancellation

Consideration payable in respect of such cancelled class of Preference Shares less the aggregate nominal value of such cancelled class of such Preference Shares.

We do not anticipate that any other relevant accounting considerations would arise as a result of any implementation of the Preference Share Cancellations.

### **Interests of Directors and Executive Officers**

No director or executive officer of the Company holds any interests in the Preference Shares or has any substantial interests, directly or indirectly, in the matters relating to the Preference Share Cancellations.

### **Summary of Irish Tax Consequences of the Proposed Preference Share Cancellations**

The following is a high-level summary of the material Irish tax considerations relating to the proposed Preference Share Cancellations applicable to the persons who are the absolute beneficial owners of the Preference Shares for Irish tax purposes. For the purposes of this summary, 'Non-Irish Holders' means Preference Shareholders who: (i) are the absolute beneficial owners of their Preference Shares; (ii) are neither resident (nor, in the case of individuals, ordinarily resident) in Ireland for Irish tax purposes, and where such Preference Shares have not at any time been (1) used in or for the purposes of a trade carried on by that Preference Shareholder through an Irish branch or agency; nor (2) used, held or acquired for use by or for the purposes of such branch or agency. Anti-avoidance provisions that apply to persons that are temporarily non-Irish resident are not considered.

This summary is general in nature and does not represent a detailed description of the Irish tax considerations to a Preference Shareholder in light of their particular circumstances.

The summary is based on existing Irish tax law and published practice of the Irish Revenue Commissioners as of the date of this Proxy Statement. Changes in law and/or administrative practice may result in changes to the Irish tax considerations described, possibly with retrospective effect.

**Preference Shareholders who are in any doubt about their tax position and/or may be subject to taxation in any jurisdiction other than Ireland are strongly recommended to consult an appropriately qualified independent professional advisor immediately for tax advice in connection with the proposed Preference Share Cancellations.**

### **Ordinary Shareholders**

There will be no Irish tax implications in connection with the Preference Share Cancellations for Ordinary Shareholders who are not also Preference Shareholders.

### **Preference Shareholders**

Non-Irish Holders should not generally be subject to Irish capital gains tax ('Irish CGT') or corporation tax on chargeable gains on the disposal of their Preference Shares pursuant to the Preference Share Cancellations. Irish resident Preference Shareholders (or those who are ordinarily resident in Ireland or have used their Preference Shares in connection with a trade carried on in Ireland through a branch or agency) will generally be subject to Irish CGT at a rate of 33% on any chargeable gain on the disposal of their Preference Shares pursuant to the Preference Share Cancellations, subject to available exemptions and reliefs.

Payments made by the Company to Preference Shareholders under the Schemes for the redemption, repayment or purchase of its Preference Shares will not be subject to Irish dividend withholding tax in Ireland where the arrangement does not form part of a scheme the main purpose of which is to enable the owner of the shares to participate in the profits of the company without receiving a dividend. Unless exempted, any dividends or other relevant distributions paid by the Company to Preference Shareholders under the Scheme will be subject to withholding at the standard rate of income tax (currently 25%).

Preference Shareholders will not be chargeable to Irish stamp duty on the disposal of their Preference Shares in connection with the Schemes. Further information regarding the Irish tax consequences of the proposed Preference Share Cancellations is set out in Part 2 of each of Annex B and C to this Proxy Statement.

Further information regarding the Preference Share Cancellations is set out in the "FAQs Regarding the Preference Share Cancellations and Delistings" at Annex E of this Proxy Statement, which are available on the Company's website, [www.crh.com](http://www.crh.com), under the heading "Shareholder Center".

**The Board of Directors recommends that Ordinary Shareholders (and 7% Preference Shareholders, voting with the Ordinary Shareholders in respect of Proposal 9 only) vote FOR the resolutions set out in Proposals 8 through 11 in connection with the proposed Preference Share Cancellations.**

## Proposal 8 – Approval of the Schemes of Arrangement to Cancel the Preference Shares and the Granting of Authority to the Directors to give effect to the Schemes of Arrangement

**The Board of Directors recommends that Ordinary Shareholders vote FOR the proposal to approve the Schemes of Arrangement to Cancel the Preference Shares and grant authority to the Directors to give effect to the Schemes of Arrangement.**

As further described in the section titled “Overview of Proposals 8 through 11 Relating to the Proposed Cancellation of the Preference Shares”, the Company is seeking to cancel its two classes of Preference Shares pursuant to two separate Schemes of Arrangement. The Preference Share Cancellations require, among other things, approval of the Schemes by the Company’s Ordinary Shareholders. A summary of the terms and conditions of the Schemes are set forth on pages 31 to 34 of this Proxy Statement, with the full text of each Scheme of Arrangement set out in Part I of Annex B and Annex C to this Proxy Statement.

### Vote Required

Approval of Proposal 8, which is an ordinary resolution under Irish company law, requires that more than 50% of the votes cast at the 2026 AGM must be cast “FOR” the resolution. Abstentions and broker non-votes are not considered votes cast at the meeting and therefore will not impact the outcome of the vote on this Proposal.

The text of the resolution in respect of Proposal 8 is as follows:

“As an ordinary resolution that, subject to the approval of the applicable Scheme of Arrangement by the requisite majorities at the applicable Scheme Meeting, each Scheme of Arrangement (copies of which have been produced to this meeting and for the purposes of identification signed by the Chair thereof) in its original form or with or subject to any modification(s), addition(s) or condition(s) approved or imposed by the High Court of Ireland, be and are hereby approved and the directors of CRH plc be and are hereby authorized to take all such action as they consider necessary or appropriate for carrying each and any of the Schemes of Arrangement into effect.”

## Proposal 9 – Approval of the Proposed Cancellation of the Preference Shares

### **The Board of Directors recommends that Ordinary Shareholders and the 7% Preference Shareholders vote FOR the proposal to approve the Cancellation of the Preference Shares.**

**Under the Articles, the 7% Preference Shareholders are entitled to vote in respect of a capital reduction of the Company and will therefore be entitled to vote on Proposal 9 with the Ordinary Shareholders, voting as a single class (but not on the other resolutions).**

As of March 11, 2026, being the latest practicable date prior to publication of this Proxy Statement, the amount standing to the portion of the Company's share capital account associated with the Preference Shares is €1,170,940, being the aggregate nominal value of all of the Preference Shares, with €63,500 of this amount relating to the 5% Preference Shares (the '5% Balance'), and €1,107,440 of this amount relating to the 7% Preference Shares (the '7% Balance'), (the 'Preference Share Capital').

In Proposal 9, the Ordinary Shareholders and the 7% Preference Shareholders, voting as a single class, are being asked to approve, by special resolution, the cancellation of the Preference Shares by way of a reduction of the Preference Share Capital by:

- (a) an amount equal to the 5% Balance if the 5% Preference Share Scheme becomes effective; and
- (b) an amount equal to the 7% Balance if the 7% Preference Share Scheme becomes effective.

The entire balance of each class of Preference Share will be cancelled if the corresponding Scheme is passed by the respective class. If approved by the requisite majorities, and subject to confirmation by the Irish High Court, the cancellation of the Preference Shares will become effective simultaneous to the applicable Schemes becoming effective.

Proposal 9 is conditional upon any of the Schemes becoming effective.

### **Vote Required**

Approval of Proposal 9, which is a special resolution under Irish company law, requires that at least 75% of the votes cast must be cast "FOR" the resolution. Abstentions and broker non-votes are not considered votes cast and will not impact the outcome of the vote on this Proposal.

The text of the resolution in respect of Proposal 9 is as follows:

"As a special resolution, that subject to and with the confirmation of the High Court of Ireland ("Irish High Court") in accordance with Sections 84 and 85 of the Companies Act 2014:

- (i) the share capital of the Company be reduced by cancelling, extinguishing and repaying all of the 50,000 5% Cumulative Preference Shares of €1.27 each in the capital of CRH (the "5% Preference Shares"), in exchange for the payment of an amount equal to €2.54 for each 5% Preference Share, with a corresponding reduction of: (A) an amount equal to the nominal value of such 5% Preference Shares to the Company's share capital account, and (B) an amount equal to the premium over such nominal value to the Company's profits available for distribution; and
- (ii) the share capital of the Company be reduced by cancelling, extinguishing and repaying all of the 872,000 7% "A" Cumulative Preference Shares of €1.27 each in the capital of CRH (the "7% Preference Shares"), in exchange for the payment of an amount equal to €3.556 for each 7% Preference Share, with a corresponding reduction of (A) an amount equal to the nominal value of such 7% Preference Shares to the Company's share capital account, and (B) an amount equal to the premium over nominal value to the Company's profits available for distribution,

provided that each of the capital reduction resolutions referred to in (i) and (ii) is independently and severally approved and provided further that in the event that the confirmation of the Irish High Court is sought and obtained in respect of only one of the capital reduction resolutions referred to in (i) or (ii), the validity of this resolution in respect of the capital reduction so sought shall not be limited or forfeited by virtue of the confirmation of the Irish High Court in respect of the other capital reduction referred to in (i) or (ii) not being sought or obtained, or being sought and/or obtained at a different time."

## Proposal 10 – Approval of the Variation to the Company’s Authorized Share Capital by the Removal of the Cancelled Preference Shares

### **The Board of Directors recommends that Ordinary Shareholders vote FOR the proposal to vary the Company’s authorized share capital by the removal of any class(es) of Preference Shares that are cancelled pursuant to the Schemes.**

The authorized share capital of CRH is currently €401,297,940 divided into 150,000 5% Preference Shares, 872,000 7% Preference Shares and 1,250,000,000 Ordinary Shares of €0.32 each. The Company is seeking Ordinary Shareholder approval to vary and remove from the Company’s authorized share capital an amount equal to the nominal value of any class(es) of Preference Shares cancelled pursuant to the Schemes, being (i) €190,500 in respect of the 5% Preference Shares, and (ii) €1,107,440 in respect of the 7% Preference Shares.

Proposal 10 is conditional upon any of the Schemes becoming effective. If one or both of the Schemes is implemented, the variation to CRH’s authorized share capital will become effective immediately following any of the Schemes becoming effective.

### **Vote Required**

Approval of Proposal 10, which is an ordinary resolution under Irish company law, requires that more than 50% of the votes cast must be cast “FOR” the resolution. Abstentions and broker non-votes are not considered votes cast and will not impact the outcome of the vote on this Proposal.

The text of the resolutions in respect of Proposal 10 is as follows:

As an ordinary resolution, that:

- (i) subject to the scheme of arrangement in respect of the cancellation of the 5% Cumulative Preference Shares of €1.27 each in the capital of the Company (the “5% Preference Shares”) becoming effective, the authorized share capital of the Company be and is hereby varied and diminished by €190,500 by the removal of the 5% Preference Shares from the authorized share capital of the Company; and
- (ii) subject to the scheme of arrangement in respect of the cancellation of the 7% “A” Cumulative Preference Shares of €1.27 each in the capital of the Company (the “7% Preference Shares”) becoming effective, the authorized share capital of the Company be and is hereby varied and diminished by €1,107,440 by the removal of the 7% Preference Shares from the authorized share capital of the Company,

provided that each of the variations and diminutions referred to in (i) and (ii) is independently and severally approved, and provided further that in the event of the completion of only one of the schemes of arrangement referred to in (i) or (ii), the validity of this resolution in respect of the variation and diminution regarding such scheme of arrangement shall not be limited or forfeited by virtue of the other scheme of arrangement referred to in (i) or (ii) not completing, or completing at a different time.”

## Proposal 11 – Approval of Certain Amendments to the Company’s Articles to Remove References therein to any Class(es) of Preference Shares Cancelled in connection with the proposed Preference Share Cancellations

### **The Board of Directors recommends that Ordinary Shareholders vote FOR the amendments to the Articles to delete references therein to any class(es) of Preference Shares cancelled in connection with the proposed Preference Share Cancellations.**

The Company is seeking Ordinary Shareholder approval to amend the Articles to (i) remove references to any classes of Preference Shares cancelled pursuant to any of the Schemes, (ii) delete redundant provisions that relate to the Preference Shares, and (iii) consequential renumbering of and updates to cross references in the Articles to reflect such amendments. The proposed amendments also include a new Article 16 to facilitate implementation of the Schemes by providing that (i) any Preference Shares issued or transferred after the Voting Record Time (as defined in the applicable Scheme) (if any) will be bound by the terms of the applicable Schemes, and (ii) the Directors of CRH are granted authority to appoint an attorney to take actions to implement the applicable Schemes.

The foregoing description of the proposed amendments to the Articles is intended only as a summary and is qualified in its entirety by reference to the complete text of the proposed amendments, which is attached to this Proxy Statement as Annex D. We encourage you to read the proposed amendments set out in Annex D in their entirety before casting your vote. Certain explanatory footnotes are included in the proposed amendments to the Articles described in Annex D to denote the amendments which will apply in circumstances where (i) both Schemes, and/or (ii) only one of the Schemes, are implemented.

Proposal 11 is conditional upon one or both of the Schemes becoming effective. If one or both of the Schemes is implemented, the applicable form of Articles will become effective at the Effective Time.

### **Vote Required**

Approval of Proposal 11, which is a special resolution under Irish company law, requires that at least 75% of the votes cast must be cast “FOR” the resolution. Abstentions and broker non-votes are not considered votes cast and will not impact the outcome of the vote on this Proposal.

The text of the resolutions in respect of Proposal 11 is as follows:

“As a special resolution, that:

- (i) subject to the scheme of arrangement in respect of the cancellation of the 5% Cumulative Preference Shares of €1.27 each in the capital of the Company (the “5% Preference Shares) becoming effective, the Articles of Association of the Company be and are hereby amended by the deletion of the Articles regarding the 5% Preference Shares, and other related changes, in the manner indicated in Annex D of the Notice of Meeting and Proxy Statement for the 2026 AGM; and
- (ii) subject to the scheme of arrangement in respect of the cancellation of the 7% “A” Cumulative Preference Shares of €1.27 each in the capital of the Company (the “7% Preference Shares”) becoming effective, the Articles of Association of the Company be amended by the deletion of the Articles regarding the 7% Preference Shares, and other related changes, in the manner indicated in Annex D of the Notice of Meeting and Proxy Statement for the 2026 AGM,

provided that each of the amendments referred to in (i) and (ii) is independently and severally approved and provided further that in the event of the completion of only one of the schemes of arrangement referred to in (i) or (ii), the validity of the resolution in respect of the amendment regarding such scheme of arrangement shall not be limited or forfeited by virtue of the other scheme of arrangement referred to in (i) or (ii) not completing, or completing at a different time.”

## Proposal 12 – Approval of an Amendment to the Articles to Delete a Provision Regarding Qualification Shareholding Requirement for Directors Set Forth Therein

### **The Board of Directors recommends that shareholders vote FOR the proposal to amend the Articles to delete the qualification shareholding requirement for Directors set forth therein.**

As previously disclosed, effective January 1, 2025, the Company adopted share ownership guidelines for its NEOs and non-management Directors to reinforce the alignment between CRH executives and shareholders and foster a long-term, ownership mindset. Pursuant to these guidelines, non-management Directors are expected to hold shares having a minimum value equal to five times their cash retainer. In addition, non-management Directors receive an annual equity retainer, which for the fiscal year 2025 was in the amount of \$180,000. The initial equity retainer for newly appointed non-management Directors is pro-rated for service for the year of appointment.

Article 87 of the Articles ('Article 87') currently contains a separate requirement that a Director hold alone, and not jointly with any other person, 1,000 Ordinary Shares within two months after his or her appointment or election (which time period may be extended if trading in the Company's shares is prohibited at the relevant time). The full text of Article 87 is set out in Annex F to this Proxy Statement.

The Board believes that the share ownership guidelines, in conjunction with the equity retainer for non-management Directors, provide for an appropriate alignment of interests between Directors and the Company's shareholders, in a manner which is consistent with U.S. market practice. The level of shareholdings required of Directors pursuant to Article 87 is significantly lower than the Company's share ownership guidelines. Accordingly, Article 87 no longer serves a distinct purpose. For these reasons, the Board believes it is in the best interests of CRH and its shareholders to adopt this proposed amendment to the Articles.

The foregoing description of the proposed amendment to the Articles is intended only as a summary and is qualified in its entirety by reference to the proposed amendment, which is attached to this Proxy Statement as Annex F. We encourage you to read the proposed amendment set out in Annex F in its entirety before casting your vote.

Proposal 12 is not conditional upon approval of any of the other proposed amendments to the Articles that are being voted upon at the AGM. If Proposal 12 is approved by our shareholders at the AGM, it will become effective immediately.

### **Vote Required**

Approval of Proposal 12, which is a special resolution under Irish company law, requires that at least 75% of the votes cast on this resolution must be cast "FOR" the resolution. Abstentions and broker non-votes are not considered votes cast and will not impact the outcome of the vote on this Proposal.

The text of the resolution in respect of Proposal 12 is as follows:

"As a special resolution, that the Articles of Association be and are hereby amended in the manner provided at Annex F to the Notice of Meeting and Proxy Statement for the 2026 AGM."

# Corporate Governance

CRH is committed to a high standard of corporate governance and regularly reviews its governance structures and arrangements.

## Governance Framework

### Board of Directors

Collectively responsible for promoting the long-term sustainable success of CRH and generating value for shareholders. Its role is to provide leadership; to establish and monitor CRH's purpose, values and strategy; to set CRH's risk appetite and ensure that there is a robust framework of prudent and effective controls to enable risks and opportunities to be assessed and managed; and to ensure that there is effective dialogue with shareholders on all relevant matters.

**The Board has established five Committees to assist in the execution of its responsibilities. The charters of each Committee are available on the CRH website, [www.crh.com](http://www.crh.com).**

#### Acquisitions, Divestments & Finance Committee

Reviews the strategic rationale and impact of proposed acquisitions, divestitures, large capital expenditure projects and advising the Board on the financial requirements of CRH and on appropriate funding arrangements.

#### Audit Committee

Provides governance and oversight of CRH's financial reporting and monitoring and assessing CRH's risk management and internal control systems.

#### Compensation Committee

Sets and ensures that CRH's compensation policies are fair and responsible and that they incentivize and retain talent. The Committee also approves the compensation packages for the Chair, Chief Executive Officer and Executive Officers.

#### Nomination & Corporate Governance Committee

Monitors the Board's structure, size, composition and balance of skills to ensure that the Board can meet its strategic objectives and regulatory responsibilities. It monitors corporate governance developments, human capital management and employee engagement.

#### Safety, Environment & Social Responsibility Committee

Monitors and assesses performance in the areas of safety, climate change and sustainability and employee engagement and inclusion programs.

**The Board has delegated responsibility for the management of CRH, through the Chief Executive Officer, to executive management.**

### Chief Executive Officer

The Chief Executive Officer has responsibility for full day-to-day operational and profit performance of CRH and accountability to the Board for all authority delegated to executive management. He is also responsible for executing strategy agreed with the Board and reporting regularly on the progress and performance of CRH.

**The Global Leadership Team supports the Chief Executive Officer in executing his responsibilities.**

### Global Leadership Team

The Global Leadership Team is responsible for pursuing performance delivery and progressing CRH's business strategy and climate-related agenda.



**Jim Mintern**

Chief Executive Officer

+ See biography on page 19.



**Nancy Buese**

Chief Financial Officer

Age: 56

**Skills and experience:** Nancy was appointed Chief Financial Officer in May 2025. Prior to joining CRH, Nancy served as Executive Vice President and Chief Financial Officer for the Baker Hughes Company from 2022 until 2025. She also held the role of Executive Vice President and Chief Financial Officer for the Newmont Corporation from 2016 to 2022. Nancy is a certified public accountant and a former partner at Ernst & Young. She has served on the Board of Chubb Limited (NYSE: CB) since 2023.

**Education:** BS/BA (Accounting and Business Administration)



**Randy Lake**

Chief Operating Officer

Age: 60

**Skills and experience:** Randy joined CRH in the Americas in 1996 and has held several senior operating and leadership positions across multiple areas of the business, including CRH's architectural products and its Materials business. Prior to his current appointment, Randy served as President of Americas Materials from 2012 to 2020 and Group Executive, Strategic Operations from 2020 to 2021. Randy is actively involved in the Materials industry in North America and served as Chairman of the U.S. National Stone, Sand & Gravel Association in 2018.

**Education:** BS (Business Administration), MBA



**Peter Buckley**

President, International Division

Age: 60

**Skills and experience:** Peter joined CRH in 2009 as Country Manager, China. Since then, he has held a variety of Senior Vice President roles across Asia-Pacific and Europe as well as playing a senior leadership role across our Ash Grove Cement business, and in the UK and Ireland. He was President of CRH's Europe West region prior to taking up his current role in 2024. Before joining CRH, Peter held various management positions globally in the paper and packaging industry.

**Education:** BComm



**Nathan Creech**

President, Americas Division

Age: 50

**Skills and experience:** Nathan joined CRH in the Americas in 2011 and has since served in a number of business development and executive leadership roles including Vice President U.S. Strategy & Development and Senior Vice President, Central Division of Americas Materials. Prior to his current appointment, Nathan served as President of CRH's Americas Building Products platform from 2021 to 2023. Prior to joining CRH, he held various operating and strategy roles in the building materials industry.

**Education:** BS (Business), MBA



**Pádraig Ó Riordáin**

Chief Legal and Corporate Affairs Officer

Age: 60

**Skills and experience:** Pádraig joined CRH in 2025. He has over 30 years' experience in advising multinational and domestic corporations across the United States and Europe. He was previously Chief Legal Officer at Flutter Entertainment, and prior to that, a partner at Arthur Cox LLP for 20 years, including eight years as Managing Partner. He has also served as Chairman of both the Dublin Airport Authority and The National Lottery in Ireland. A Harvard Law School graduate, Pádraig is a qualified lawyer in both Ireland and New York.

**Education:** BCL (Law), LL.M (Law)



**Kristin Lane**

Chief Human Resources Officer

Age: 56

**Skills and experience:** Kristin joined CRH in 2016. She has held a number of senior positions across our operations, most recently as Chief Human Resources Officer of our Americas Division, before being appointed to her current role in July 2024. Before joining CRH, Kristin held various global HR roles in the building products, retail, distribution and management consulting industries.

**Education:** BS



**Juan Pablo San Agustín**

Chief Strategy Officer

Age: 57

**Skills and experience:** Juan Pablo joined CRH in 2020. He has over 25 years' experience working in the building materials industry across the Americas and Europe. His areas of expertise cover strategic planning, M&A, venture capital, digital innovation and marketing. Immediately prior to CRH, he served as EVP of Strategic Planning and New Business Development at CEMEX.

**Education:** BS, MBA



**Philip Wheatley**

Chief Development Officer

Age: 51

**Skills and experience:** Philip is CRH's Chief Development Officer, with global responsibility for CRH's M&A activities. Philip has over 18 years' experience with CRH, driving the company's growth through M&A and strategic planning, and his roles have included Chief Growth Officer, Group Head of M&A, Group Strategy and Development Director and Development Director for the Company's Materials business in CRH's International Division. Before joining CRH, Philip held various M&A and operating roles in the financial services and building materials industries.

**Education:** BA, ACA

Members of our Global Leadership Team are appointed to their roles and serve at the discretion of the Company, rather than for a specific term of office.

### Corporate Governance Guidelines

The Board has adopted Corporate Governance Guidelines (the 'Governance Guidelines') as a general framework to assist the Board in carrying out its responsibility for the business and affairs of CRH. The Governance Guidelines, which are available on [www.crh.com](http://www.crh.com), cover the role of the Board and management, the qualifications and criteria that the Nomination & Corporate Governance Committee considers when considering Director nominees, the composition of the Board, and the structure, operations, duties and responsibilities of the Board. The Nomination & Corporate Governance Committee reviews the Governance Guidelines annually and recommends any changes for approval by the Board.

### Board Leadership and Structure

The roles of Chair and Chief Executive Officer are not currently combined. The Chair is Richie Boucher, who is an independent non-management Director. Mr. Boucher was appointed to this role in January 2020, having joined the Board in March 2018. The Chief Executive Officer is Jim Mintern, who was appointed effective January 1, 2025.

There is a clear division of responsibilities between the roles of the Chair and the Chief Executive Officer, which is set out in the Governance Guidelines.

The Board has also appointed a Senior Independent Director, who chairs Board meetings in the absence of the Chair and who is available to shareholders who have concerns that cannot be addressed through the Chair, the Chief Executive Officer or the Chief Financial Officer.

The Board regularly reviews the Board structure to ensure that it remains appropriate for CRH.

### Director Independence

Pursuant to NYSE rules and listing standards, in order for a Director to qualify as "independent", the Board must affirmatively determine that the Director has no material relationship with CRH that would impair the Director's independence. Our Board's guidelines for Director independence conform to the independence requirements in the NYSE rules and listing standards.

In addition, the Board considers all relevant facts and circumstances when making an independence determination, including all relevant transactions, relationships and arrangements among Board members, their family members and the Company.

Each of our 12 Directors who will stand for re-election at the 2026 AGM were determined to be independent under the foregoing requirements, except for Jim Mintern who was not independent pursuant to NYSE rules and listing standards because he is CRH's Chief Executive Officer. Patrick Decker, who served as a Director from October 1, 2025 through December 1, 2025, was also determined to be independent under the foregoing requirements.

All members of the Audit, Compensation and Nomination & Corporate Governance Committees are independent and, in addition, meet all additional applicable independence tests of the NYSE rules and listing standards and any additional standards imposed under U.S. securities laws and the rules and regulations of the SEC.

The Nomination & Corporate Governance Committee reviews the independence of each Director annually and makes recommendations to the Board regarding independence.

### Tenure of Directors

All Directors serve a one-year term, except that the initial term for each Director runs from the date of appointment until the next AGM, and are subject to re-election by shareholders at each AGM.

The Board does not believe that it should limit the number of terms for which a person may serve as a Director as they develop significant insights into the Company and its operations over time. Nonetheless, the Board keeps the tenure of Directors under regular and rigorous review to ensure there is an appropriate focus on Board refreshment and mix of skills and expertise relevant to the needs of the Board and CRH.

### Process for Board Refreshment and Selection of Non-management Directors

It is the policy of the Board that there is regular refreshment of the Board and its Committees, which ensures to the extent possible that the collective experience, skills and diversity of the Directors is reflected in its composition and the composition of the Committees and Chair roles, taking into account other requirements such as Board succession planning and the need for financial experts to be members of the Audit Committee.

The Board plans for its own succession with the assistance of the Nomination & Corporate Governance Committee. The process to identify, evaluate and appoint a non-management Director with the suitable experience, skills and time commitment takes into account both the needs of the Company and the diversity of background and experience, tenure and skills of existing Board members. The Board is committed to ensuring that the Board and each Board Committee is appropriately diverse in background and experience, which is reflected in the Governance Guidelines. The Board values diversity of talents, skills, abilities and experiences and believes that Board diversity of all types enhances the performance of the Board and provides significant benefits to the Company. Accordingly, diversity in all its forms is a core component that the Nomination & Corporate Governance Committee takes into account when selecting new Director candidates.

The Nomination & Corporate Governance Committee welcomes candidates for non-management Directors recommended by shareholders and will consider these candidates in the same manner as other candidates. Shareholder recommendations for candidates for Director must include the same information as required by CRH's Articles for shareholder Director nominees and be sent to the Nomination & Corporate Governance Committee, c/o Company Secretary, 42 Fitzwilliam Square, Dublin 2, D02 R279, Ireland.

For additional information, see "How do I submit director nominees or a shareholder proposal at the 2027 AGM?" on page 87.

## Non-management Director Appointment Process

- Non-management Director recruitment processes are supported by an external search firm;
- A skills matrix is maintained to identify particular skills that would enhance the Board or which might need to be replaced following any Board transitions. The composition and skills of the Board are also reviewed as part of the annual Board evaluation process;
- Potential candidate lists are collated based on the skills and experience required by the Board following input from the Nomination & Corporate Governance Committee;
- The Nomination & Corporate Governance Committee reviews candidate lists and selects individuals for interview; and
- Once a preferred candidate is identified other members of the Board are invited to meet with them prior to formal consideration of their appointment to the Board.

All members of the Board retire annually at the AGM, with those being eligible standing for re-election each year. The Nomination & Corporate Governance Committee and the Board annually reviews the performance of each non-management Director, including his or her commitment to the role, whether he or she has sufficient time to meet his or her commitment to the Company and whether his or her skills remain relevant and beneficial to support the Board in fulfilling its duties, and makes a recommendation to shareholders in relation to their re-election.

## Board Evaluation

The Nomination & Corporate Governance Committee is responsible for conducting an annual review of Board effectiveness, the composition of the Board, the operation and performance of the Chair, the Board and its Committees, and the effectiveness of Board communications. The Senior Independent Director, who is a member of the Nomination & Corporate Governance Committee, is generally delegated responsibility by the Nomination & Corporate Governance Committee to lead the evaluation process on its behalf. Periodically, the evaluation is supported by an external service provider, as was the case for the evaluation being completed in respect of 2025.

## Director Orientation and Continuing Education

The Chair arranges a tailored and comprehensive orientation program with each new non-management Director. New non-management Directors are provided with extensive briefing materials on the Company and its operations, the procedures relating to the Board and its Committees and their duties and responsibilities as Directors under legislation and regulations that apply to the Company.

Non-management Directors regularly receive copies of research and analyses conducted on the Company and the building materials sector, and receive relevant industry, economic and geopolitical updates. Directors are provided with regular training on compliance and ethics matters, while updates in relation to other relevant matters, for example, changes in applicable corporate law, are provided from time to time.

In addition, Board site visits are leveraged to gain a detailed understanding of CRH's business model and strategy.

## Shareholder Engagement

Engagement with our investors helps us better understand their views regarding our financial performance and oversight of strategy and risk. CRH's independent Chair reached out to shareholders representing approximately 40% of CRH's Ordinary Shares outstanding leading to engagement with shareholders representing approximately 25.6% of CRH's Ordinary Shares outstanding, with the independent Chair participating in many of these engagements, during which he outlined the Board's priorities and perspectives, and shared updates on a wide range of topics, including:

- The safety and well-being of our people;
- Capital allocation policies and priorities;
- The Board's processes for overseeing succession planning; and
- Board composition, and focus areas for refreshment.

The feedback from these meetings was provided to the Board and relevant Committees.

In addition, CRH held an Investor Day on September 30, 2025 at which we showcased how our strategy positions us to deliver growth for our shareholders.

## Employee Engagement and Organization Culture

The results from organizational health surveys are reported to the Board and the Safety, Environmental & Social Responsibility (SESR) Committee, while reports on the operation of CRH's Hotline are reported to the Audit Committee and the SESR Committee.

## Executive Succession Planning

Long-term executive succession planning is an ongoing focus for the Board. The senior executive team and the full Board routinely consider potential candidates for senior leadership positions under a range of timelines and readiness scenarios. For internal executives, this includes the skills and expertise of the individuals and their development programs to support them in their career progression.

On January 1, 2025, Jim Mintern was appointed Chief Executive Officer, and Alan Connolly assumed the role of Interim Chief Financial Officer. Nancy Buese was appointed to the role of Chief Financial Officer on May 12, 2025.

For the Chief Financial Officer succession process, the Board engaged Egon Zehnder, an external search agency, to advise on and support the implementation of a rigorous program, involving consideration of both internal and external candidates.

## Executive Sessions

The independent non-management Directors meet periodically in executive sessions at scheduled Board meetings. They may also have other special meetings throughout the year. These executive sessions are designed to promote candor and discussion of matters in a setting that is independent of executive Directors. The Chair leads each of these executive sessions.

### Committees of the Board

The Board has established five Committees to assist in the execution of its responsibilities:

- Acquisitions, Divestments & Finance;
- Audit;
- Compensation;

- Nomination & Corporate Governance; and
- Safety, Environment & Social Responsibility.

Ad hoc committees and sub-committees are formed from time to time by the Board to deal with specific matters.

The responsibilities of each of the Board’s Committees, which are summarized below, are set out in detail in their respective Charters, current copies of which are available on the CRH website, [www.crh.com](http://www.crh.com).

### Acquisitions, Divestments & Finance Committee

Chair	Members	Primary Responsibilities
Richie Boucher	Richard Fearon Johan Karlström Shaun Kelly Jim Mintern Christina Verchere	<ul style="list-style-type: none"> <li>• Considering and approving acquisitions and divestitures and large capital expenditure projects up to agreed limits;</li> <li>• Keeping the Board advised on the financial (including taxation) implications of Board decisions in relation to acquisitions;</li> <li>• Approving guarantees related to bank financing provided by CRH up to certain limits; and</li> <li>• Assisting management, at their request, in considering financial or taxation aspects of CRH’s affairs.</li> </ul>

#### Number of Meetings in 2025

The Committee met 4 times during 2025.

### Audit Committee

Chair	Members	Primary Responsibilities
Shaun Kelly*	Caroline Dowling Richard Fearon* Badar Khan Siobhán Talbot* Christina Verchere	<ul style="list-style-type: none"> <li>• Monitoring the integrity of CRH’s financial statements, its periodic filings under the U.S. Securities Exchange Act of 1934, as amended (the ‘Exchange Act’), its annual report and financial statements prepared in accordance with Irish company law, earnings releases, and any other formal announcements relating to its financial performance, reviewing, and reporting to the Board on, significant financial reporting issues and judgments which they contain, having regard to the matters communicated to it by the auditor;</li> <li>• Monitoring the audit of the financial statements;</li> <li>• Reviewing and discussing CRH’s annual audited financial statements, quarterly financial statements and SEC filings that contain such financial statements with management and the independent auditor, including reviewing CRH’s specific disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in its annual and quarterly periodic filings with the SEC;</li> <li>• Reviewing and discussing with management, internal audit and the independent auditor the adequacy and effectiveness of the Company’s internal control over financial reporting and disclosure controls and procedures;</li> <li>• Overseeing the processes by which management assesses and manages the Company’s exposure to risk, and reviewing and discussing the Company’s significant enterprise risk exposures, including cyber and information security, and the steps management has taken to monitor, address and mitigate such exposures;</li> <li>• Establishing and overseeing procedures for the handling of complaints or concerns received by the Company regarding accounting, internal accounting controls, auditing or reporting matters and other ethics and compliance matters including alleged violations of the Company’s Code of Business Conduct and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting, auditing or reporting matters</li> <li>• Keeping under review the adequacy of the Company’s compliance function;</li> <li>• Monitoring and reviewing the effectiveness of the internal audit function in the context of the Company’s overall risk management system;</li> <li>• Reviewing the effectiveness of the audit process and the independence and objectivity of the external auditors;</li> <li>• Developing and monitoring the policy on non-audit services to be provided by the external auditor; and</li> <li>• Approving the compensation and terms of engagement of the external auditor.</li> </ul>
	ALL INDEPENDENT	
	*The Board has determined that these individuals are “Audit Committee Financial Experts” under relevant SEC rules	

#### Number of Meetings in 2025

The Committee met 8 times during 2025.

**Compensation Committee**

Chair	Members	Primary Responsibilities
Lamar McKay	<p>Richie Boucher Richard Fearon Shaun Kelly Mary K. Rhinehart Siobhán Talbot</p> <p>ALL INDEPENDENT</p>	<ul style="list-style-type: none"> <li>Reviewing the Company’s overall executive compensation approach and philosophy and overseeing the development of the Company’s compensation policies and programs, taking into account all factors which it deems necessary to meet the current and future needs of the Company;</li> <li>Reviewing and making recommendations to the Board with respect to incentive compensation and equity-based plans, including whether to adopt, amend or terminate any such plans;</li> <li>Approving the design of, and determining the financial and non-financial targets for, any short-term performance-related compensation programs operated by the Company and approving the total annual payments made under such programs. The Committee shall additionally review the design of all long-term equity compensation plans for approval by the Board and shareholders, as applicable;</li> <li>Reviewing and approving corporate goals and objectives relevant to compensation of the Chief Executive Officer, evaluating his performance in light of those goals and objectives, and determining and approving the Chief Executive Officer’s compensation level;</li> <li>Reviewing and approving the annual compensation of the Company’s executive officers;</li> <li>Periodically reviewing the form and amounts of the compensation of the non-management Directors and recommending any changes to the Board;</li> <li>Reviewing and approving any share ownership guidelines for non-management Directors and the Company’s executive officers;</li> <li>Establishing the selection criteria, selecting, appointing and setting the terms of reference for any compensation consultants who advise the Committee, and for obtaining reliable, up-to-date information about compensation in other comparable companies, subject to consideration by the Committee of all factors relevant to that person’s independence from management to the extent required under the NYSE rules and listing standards;</li> <li>Preparing such reports and other disclosure as may be required by applicable law and regulation to be prepared by the Committee, including disclosure required under Item 407(e)(5) of Regulation S-K and disclosure required to be prepared by the Committee for inclusion in the Company’s annual proxy statement, and, where relevant, shall make recommendations to the Board with respect to any compensation-related proposals to be considered at the AGM, including say-on-pay and any compensation-related shareholder proposals; and</li> <li>Reviewing any compensation recovery or recoupment policy applicable to the Chief Executive Officer and other executive officers.</li> </ul>

**Number of Meetings in 2025**

The Committee met 6 times during 2025.

**Nomination & Corporate Governance Committee**

Chair	Members	Primary Responsibilities
Richie Boucher	<p>Badar Khan Lamar McKay Gillian L. Platt Mary K. Rhinehart Siobhán Talbot</p> <p>ALL INDEPENDENT</p>	<ul style="list-style-type: none"> <li>Identifying and recommending for the approval of the Board: (i) candidates to fill Board vacancies as and when they arise; and (ii) Board nominees to stand for re-election as Directors at the annual general or, as applicable, special meeting of shareholders;</li> <li>Reviewing the independence of each Director and making recommendations to the Board regarding independence;</li> <li>Considering succession planning for Directors and senior executives;</li> <li>Keeping under review the leadership needs of CRH, both management and non-management, with a view to ensuring the continued ability of the Company to compete effectively in the marketplace;</li> <li>Approving the terms of reference for any external person or agency engaged to facilitate the evaluation of Board performance and overseeing the annual performance evaluation process of Company management and of the Board, including its Committees;</li> <li>Developing, and recommending to the Board, corporate governance guidelines applicable or appropriate to CRH and keeping under review corporate governance developments (including ethics-related matters);</li> <li>Through the Chair of the Board or through the Chair of the Committee, ensuring that the Company maintains contact as appropriate with its principal shareholders about corporate governance matters;</li> <li>Reviewing the disclosures and statements made in any reports to shareholders on corporate governance contained in CRH’s regulatory disclosures; and</li> <li>Reviewing and determining whether to approve any proposed transaction or ratify any transaction involving CRH and a related person which would be required to be disclosed under the rules of the SEC.</li> </ul>

**Number of Meetings in 2025**

The Committee met 5 times during 2025.

**Safety, Environment & Social Responsibility Committee**

Chair	Members	Primary Responsibilities
Mary K. Rhinehart	Caroline Dowling Johan Karlström Lamar McKay Jim Mintern Gillian L. Platt	<ul style="list-style-type: none"> <li>• Overseeing and monitoring compliance with policies and procedures relating to employee health and safety, the environment and social responsibility;</li> <li>• Monitoring performance against key safety performance indicators and considering the findings resulting from audits of safety performance across the Company;</li> <li>• Considering the outcome of investigations from significant safety incidents and monitoring the implementation of any recommendations or corrective actions resulting from key findings;</li> <li>• Reviewing and approving environmental and climate-related goals aligned with the Company's strategy and objectives, as well as applicable legal or regulatory requirements;</li> <li>• Monitoring progress in relation to the Company's sustainability initiatives;</li> <li>• Monitoring the progress of initiatives in the area of engagement and inclusion programs; and</li> <li>• Reviewing and approving any reports on Safety, Environment and Social Responsibility in public documents such as the Sustainability Performance Report.</li> </ul>

**Number of Meetings in 2025**

The Committee met 4 times during 2025.

**Risk Oversight**

Our Enterprise Risk Management ('ERM') framework and processes enable the consistent identification, assessment and management of our main threats and opportunities. Our ERM framework is embedded across our business and helps inform our people to assist them to take the right risks for the right rewards in line with CRH's appetite for risk.

The Board has delegated responsibility for monitoring the effectiveness of the Company's risk management and internal control systems to the Audit Committee.

Our leaders promote a risk-aware culture and the adoption of recognized leading practices to ensure robust risk management across CRH. They are supported by a global community of risk champions spanning all CRH functions and operating companies, focused on promoting more informed, more agile decision-making.

CRH's ERM team conducts a thorough bi-annual risk assessment process, covering all CRH functions and operating companies, with senior leaders and their management teams. To help ensure the quality and consistency of our risk information, the CRH risk team has undertaken an extensive program of workshops, facilitating more than 60 sessions during 2025.

**Risk Governance Framework**



## Sustainability Oversight Board Oversight

Sustainability, including addressing the impact of climate change, is embedded in CRH's strategy and an important enabler of our leading performance model. The Board recognizes the importance of addressing the challenges of climate change and believes that the Company is well placed to provide value-driven solutions in the areas of water, circularity and decarbonization, where CRH's connected portfolio of essential materials, infrastructure products and value-added services positions us to capture further value and accelerate growth. Climate change and sustainability are frequent discussion topics at Board and Committee meetings, with the Board and its Committees discussing various aspects of CRH's climate strategy, including the linkage between CRH's compensation policies and practices and CRH's sustainability (and climate-related) objectives, stakeholder expectations, the regulatory environment and CRH's carbon emissions reduction targets throughout the year. Mitigating and managing the impact of climate change presents opportunities and challenges for both CRH and our customers. These opportunities and challenges form an integral part of discussions on CRH's strategy and business model, capital allocation, risk management and sustainability performance.

The SESR Committee, to which the Board has delegated primary responsibility for monitoring developments related to sustainability, including climate, and providing strategic direction, oversight and support to the Board on these important topics, meets every quarter. The Board monitors and oversees progress against climate-related targets and goals through detailed reports of discussions and recommendations which are presented to it by the SESR Committee following the conclusion of each Committee meeting.

## Management Responsibility

The Chief Executive Officer is responsible for the operational and profit performance of the Company and is accountable to the Board for all authority delegated to executive management. The Chief Executive Officer executes strategy agreed with the Board and regularly reports to the Board on the progress and performance of CRH, including in relation to climate-related matters. The Chief Executive Officer is supported by the Global Leadership Team, which is responsible for implementing strategy, pursuing performance delivery and progressing the Company's sustainability and climate-related agenda. Responsibility for formulating and executing our climate strategy sits with the Chief Operating Officer. The Global Leadership Team receives support from various executive-level committees and other working groups and functions on sustainability and climate-related issues. For more information on CRH's organizational structure, including how responsibilities feed through each level, please see our Risk Governance Framework on page 47.

## Code of Business Conduct

The foundation of the CRH Compliance Program is the Code of Business Conduct (CoBC) and supporting policies, which set out our standards of legal, honest and ethical behavior. The CoBC also promotes compliance with all applicable bribery & corruption laws and all relevant SEC rules and regulations, including disclosure requirements. The CoBC is applicable to all employees of the Company, including the Chief Executive Officer, our Global Leadership Team and senior financial officers. An electronic copy of the CoBC is available on our website, [www.crh.com](http://www.crh.com).

## CRH Hotline

CRH is committed to creating an atmosphere where employees feel empowered and comfortable to speak up when they have good faith concerns. CRH has a Speak Up Policy, which is available on our website in the relevant languages of our operating companies. Our

Speak Up Policy outlines CRH's commitment to providing various ways to speak up, handling those reports appropriately and confidentially and treating all reporters with fairness and respect. The Speak Up Policy also affirms our zero-tolerance approach to retaliation or any form of penalization for reporting good faith concerns. CRH engages an external service provider to administer an independent 24/7 multi-lingual confidential "Hotline" facility that allows reporters to make an anonymous report. CRH is committed to supporting all persons, including current, former and potential employees, customers, independent contractors, suppliers and/or other external stakeholders to raise good faith concerns that may be relevant to the CoBC, inappropriate or illegal behavior or violations of any CRH policies or local laws. All concerns are handled and investigated appropriately with suitable actions taken based on investigation findings. Both the Audit Committee and the SESR Committee receive regular updates from Legal and Compliance on the key insights gained from the assessment of issues being raised via the Hotline as well as the responses to, and actions taken as a consequence of, issues being reported.

## Shareholder Communications with the Board

Shareholders or interested parties desiring to communicate directly with the Board as a whole or with any individual Director (including the Chair) may do so in writing addressed to the intended recipient or recipients, c/o Company Secretary, 42 Fitzwilliam Square, Dublin 2, D02 R279, Ireland. The Office of the Company Secretary reviews all such communications and refers relevant correspondence directly to a Director or the Board following discussion with the Chair, as appropriate.

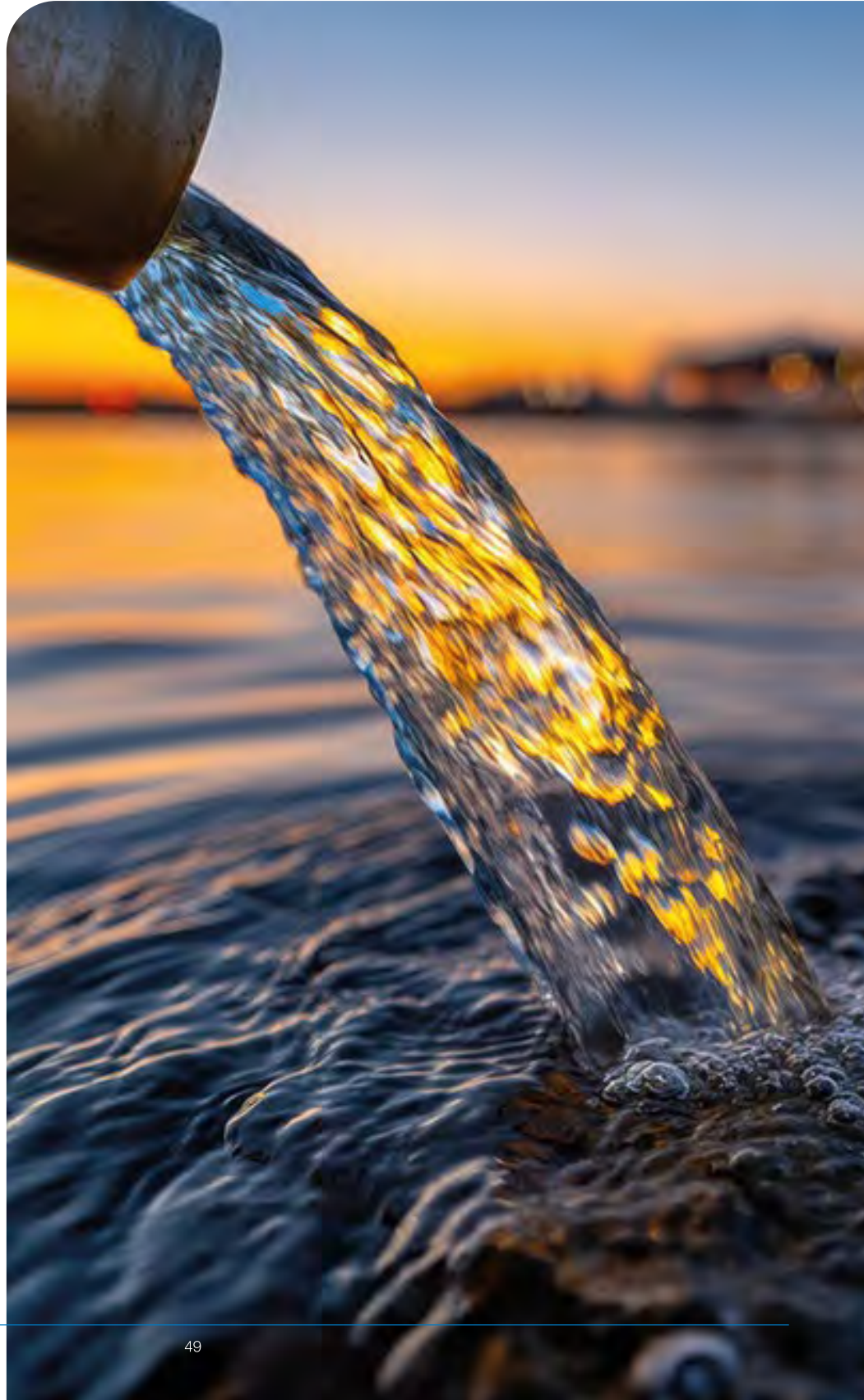
# Compensation Discussion & Analysis (CD&A)

## **Compensation Committee Report**

The Compensation Committee has reviewed and discussed this CD&A with management. Based on its review and discussion with management, the Compensation Committee recommended to the Board that the CD&A section be included in this Proxy Statement and incorporated by reference into the 2025 Annual Report.

## **Submitted by the Compensation Committee of the Board.**

Lamar McKay (Chair)  
Richie Boucher  
Richard Fearon  
Shaun Kelly  
Mary K. Rhinehart  
Siobhán Talbot



# Compensation Discussion & Analysis

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# Introduction

The CD&A describes:

- the Company’s executive compensation philosophy and programs;
- how our compensation programs support our long-term strategy and the long-term interests of our shareholders;
- the Compensation Committee’s decision-making processes; and
- information about the material elements of compensation that are paid, awarded to, or earned by our “Named Executive Officers” (‘NEOs’).

Our NEOs consist of our Chief Executive Officer, our Chief Financial Officer, our former interim Chief Financial Officer, and the three other most highly compensated executive officers. Our NEOs for 2025 were:

As announced in September 2024, Jim Mintern succeeded Albert Manifold as Chief Executive Officer effective January 1, 2025. Alan Connolly was appointed Interim Chief Financial Officer following Mr. Mintern’s appointment as Chief Executive Officer and served as Interim Chief Financial Officer from January 1, 2025 to May 11, 2025, following which Mr. Connolly returned to his previous role as Director of Strategic Finance. Ms. Buese was subsequently appointed Chief Financial Officer effective as of May 12, 2025.



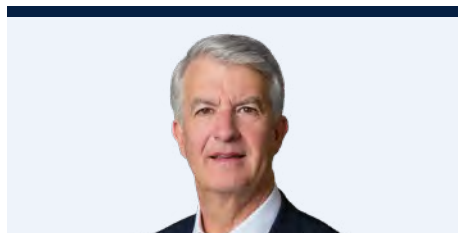
**Jim Mintern**  
Chief Executive Officer  
& Executive Director



**Nancy Buese**  
Chief Financial Officer



**Randy Lake**  
Chief Operating Officer



**Peter Buckley**  
President, International Division



**Nathan Creech**  
President, Americas Division

A Message from the Compensation Committee

# Company performance and incentive outcomes are strongly aligned

Dear Shareholder,  
 2025 represented another record year for CRH, with our superior strategy, connected portfolio and leading performance continuing to deliver higher revenues, profits and margins. This was also reflected in our share price.



As members of the Compensation Committee (the ‘Compensation Committee’ or, for the purposes of the CD&A, the ‘Committee’) we believe maintaining a compensation program that aligns execution of CRH’s strategic goals with shareholder value creation and emphasizing a pay-for-performance philosophy is a core component of CRH’s continued success. Attracting, retaining and motivating highly talented executives also continues to be a key focus.

To support the Company in achieving these aims, the Committee implemented an updated compensation framework during 2025, which is summarized on page 57 (the ‘2025 Compensation Framework’).

The Committee took a thoughtful approach to designing and implementing this new program considering relevant factors, including, maintaining our emphasis on setting rigorous goals and rewarding strong performance; addressing the competitive pay differential between CRH and the U.S. market and our primary performance peers; supporting executive transitions; retention in a competitive talent market; and investor perspectives.

### Recognizing Strong Performance Outcomes for 2025

Incentive outcomes for 2025 under the 2025 Annual Incentive Plan based on the 2025 Compensation Framework and 2023 Performance Share Plan awards reflect a strong performance against the rigorous performance targets set by the Committee and CRH’s continuing delivery of higher revenues, profits and margins, driven by our superior strategy and connected portfolio.

### Executing Key Leadership Transitions

Jim Mintern was appointed Chief Executive Officer effective January 1, 2025. Mr. Mintern’s compensation as Chief Executive Officer appropriately incentivizes him to lead CRH through its next chapter.

Nancy Buese succeeded Jim Mintern as Chief Financial Officer effective May 12, 2025. Her compensation package is summarized on page 54.

Prior to Nancy’s appointment, Alan Connolly acted as Interim Chief Financial Officer. The Board very much appreciates Alan’s work during this period.

### Engaging with our Shareholders

CRH’s Board, including the members of this Committee, maintains a proactive approach to shareholder engagement, enabling us to better understand investor perspectives and ensure their feedback is appropriately considered in CRH’s compensation program and other practices.

We value engagement with our shareholders on topics such as CRH’s evolving pay practices, the alignment with U.S. market and peer standards, anticipated changes to the compensation and relative performance peer groups, and the Committee’s approach to target-setting and metric selection in our annual and long-term incentive plans. We very much appreciate the support of shareholders, reflected in the very strong votes in favor of the 2025 Equity Incentive Plan and our ‘Say-on-Pay’ vote at the 2025 AGM.

### Conclusion

2025 was another year of strong performance and value creation for shareholders, driven by the efforts of all of our employees and the exceptional leadership of Jim Mintern, our Chief Executive Officer, and his senior executive team. The compensation outcomes for the executives reflect significant performance against the rigorous targets during the year. Thank you for your continued support and engagement.

**Lamar McKay (Chair)**  
**Richie Boucher**  
**Richard Fearon**  
**Shaun Kelly**  
**Mary K. Rhinehart**  
**Siobhán Talbot**  
 March 27, 2026

## Executive Summary

### 2025 Performance Highlights

#### Revenues

# \$37.4B

+5%

(2024: \$35.6B)

(2023: \$34.9B)

#### Net Income

# \$3.8B

+8%

(2024: \$3.5B)

(2023: \$3.1B)

#### Adjusted EBITDA\*

# \$7.7B

+11%

(2024: \$6.9B)

(2023: \$6.2B)

#### Dividend per share

# \$1.48

+6%

(2024: \$1.40)

(2023: \$1.33)

#### Diluted EPS

# \$5.51

+10%

(2024: \$5.02)

(2023: \$4.33)

#### Note:

\* Represents a non-GAAP financial measure. See the discussion within 'Reconciliation of Non-GAAP Figures' in Annex A for a definition and reconciliation to the most directly comparable GAAP measure.

CRH delivered another strong year of performance in 2025, with Net income 8% ahead of 2024 at \$3.8 billion (2024: \$3.5 billion) and Adjusted EBITDA\* of \$7.7 billion (2024: \$6.9 billion) 11% ahead. CRH's Diluted EPS was 10% higher than 2024 at \$5.51 (2024: \$5.02). In addition, CRH's share price grew 35% from \$92.52 per share on December 31, 2024 to \$124.80 per share on December 31, 2025. CRH's superior strategy, connected portfolio and leading performance supported this record outcome, while CRH's strong cash generation and disciplined approach to capital allocation provides further opportunities to create value for all of its shareholders.

The total dividend per share for 2025 was increased by approximately 6%. As part of our ongoing share buyback program, we repurchased approximately 11.7 million Ordinary Shares in 2025 (2024: 15.9 million) for a total consideration of \$1.2 billion (2024: \$1.3 billion). On November 5, 2025, the Company commenced a further tranche of \$0.3 billion which completed on February 17, 2026 and the Board has extended the program with an additional \$0.3 billion tranche to be completed no later than April 28, 2026. We will continue to assess our share buyback program throughout 2026, with further updates throughout the year. The increase in our dividend and continuation of our share buyback program in 2025 demonstrates our confidence in the outlook for our business and our continued strong cash generation.

#### Summary of 2025 Compensation Outcomes

The Committee's approach to compensation and the metrics used in the compensation program to incentivize management reflect CRH's focus on continuous business improvement, strong cash generation, efficient and disciplined capital allocation, and support the long-term performance of the Company, as further summarized on page 57. A summary of 2025 compensation for our NEOs is set out on pages 67 to 68.

#### Base Salary

Mr. Mintern's base salary was increased by 75% to reflect his new role as Chief Executive Officer, Ms. Buese did not receive any base salary increase because she joined CRH in 2025, Mr. Buckley's base salary increased by 23% to reflect the appointment to his current role, and each of Messrs. Lake and Creech received a salary increase of 4% in recognition of their continued strong performance, contribution and leadership of CRH.

#### 2025 Annual Incentive Plan

Reflecting CRH's strong performance in 2025 underpinned by our customer-centric strategy, the financial metrics for the Annual Incentive Plan (Diluted EPS, Cash Flow and Return on Net Assets ('RONA')), were achieved at a level of 135% of target. The Committee also assessed that the performance of the NEOs against their individual performance objectives, accounting for 20% of their potential opportunity under the Annual Incentive Plan, was at a level which warranted a payout of 150% of target (see pages 59 to 60 for more details). The combined outcome for the 2025 Annual Incentive Plan was a payout level of 138% of target.

#### 2023 Performance Share Plan Award

The Performance Share Plan ('PSP') awards made in 2023 were subject to performance over the three-year period to December 31, 2025 (the 2023 award for Mr. Mintern is assessed using the same performance period, but does not vest until February 2028) and have been assessed against the Cash Flow, RONA, Relative Total Shareholder Return ('TSR') and Sustainability Scorecard measures set by the Committee in 2023.

The Committee is satisfied that the 98.75% vesting of the award is appropriate and that the value of these awards attributed to the increase in share price over the period is due to the Company's underlying performance.

## Overall Incentive Outcome

The Committee is satisfied that there is a very strong alignment between the incentive outcomes outlined above for 2025, which were based on significant performance against the rigorous performance targets set by the Committee, and the performance of CRH. The Committee also took into account a number of factors, including feedback from other committees in relation to matters such as safety performance and culture, whether any extraneous factors outside the control of management had unduly influenced the outcome, and progress in relation to strategic objectives not captured by the financial measures used for compensation purposes. Based on this review, the Committee determined that no adjustment to incentive outcomes in respect of any of these matters was necessary.

### 2025 Compensation Snapshot

NEO	Fixed	Performance-related Variable Compensation	
	Salary (\$) (i)	Annual Incentive Plan (% of Target) (ii)	2023 PSP Award (% of Max) (iii)
Jim Mintern, Chief Executive Officer	1,750,000	138.00%	98.75%
Nancy Buese, Chief Financial Officer (iv)	1,000,000	138.00%	—
Randy Lake, Chief Operating Officer	1,578,000	138.00%	98.75%
Peter Buckley, President, International Division	1,042,455	138.00%	98.75%
Nathan Creech, President, Americas Division (v)	1,213,000	138.00%	98.75%
Alan Connolly, Former Interim Chief Financial Officer (vi)	597,720	138.00%	98.75%

#### Notes:

- (i) The salaries for Mr. Buckley and Mr. Connolly for 2025 were set and paid in euro and have been converted to U.S. Dollars using the average Bloomberg composite rate for 2025.
- (ii) The Annual Incentive Plan outcome for 2025 reflects target performance outcomes as measured under the 2025 Compensation Framework.
- (iii) The 2023 PSP Award outcome for 2025 reflects maximum rather than target performance outcomes determined in accordance with the compensation policy approved by shareholders at the 2022 AGM and which expired at the end of 2024 (the '2022 Policy').
- (iv) Ms. Buese joined CRH and was appointed Chief Financial Officer effective May 12, 2025. In connection with her appointment, Ms. Buese received a one-time cash bonus of \$1,000,000 and a one-time RSU grant with a grant date fair value equal to \$2,000,000, vesting 50% in 2026 and 50% in 2027, subject to continued employment.
- (v) In connection with his support of the leadership transition and his continued efforts to drive performance and growth in the Americas, Mr. Creech received a one-time RSU grant with a grant date fair value equal to \$3,000,000, which will vest 100% in 2028, subject to continued employment.
- (vi) Mr. Connolly served as Interim Chief Financial Officer from January 1, 2025 through May 11, 2025. In June 2025, for his service as Interim Chief Financial Officer, Mr. Connolly received a one-time cash bonus of \$200,000, to reflect market pay for the period of time Mr. Connolly held the Interim Chief Financial Officer role, and a one-time RSU grant with a grant date fair value equal to \$300,000, vesting 50% in 2026 and 50% in 2027 to recognize the support for transition of the role to Ms. Buese and is subject to continued employment.

## Shareholder Engagement

We believe that it is important to maintain an open dialogue, and engage regularly, with shareholders on all aspects of our compensation program. This includes engagement both before and, where relevant, after votes on compensation at AGMs to understand shareholders' perspectives on our policies and practices.

This dialogue helps inform our decision-making considerations, which has been helpful as we align our program to U.S. market practices.

### "Say-on-Pay" Results

CRH's practice, which was approved by our shareholders at the 2025 AGM, is to conduct the advisory vote on "Say-on-Pay" annually. The table below summarizes the advisory vote on the "Say-on-Pay" resolution at the 2025 AGM in relation to the compensation paid to the NEOs of CRH. The Say-on-Pay resolution is non-binding, but the Board and the Committee carefully considers the outcome of the advisory vote when making future compensation decisions.

#### Compensation-related Votes

	Year of AGM	% in Favor	% Against	% of Issued Ordinary Shares Voted
Compensation of NEOs	2025	94.57%	5.43%	74.06%

## Executive Compensation Philosophy and Objectives

We strive to create an executive compensation program that is fair, responsible and competitive, while attracting and retaining executives of the caliber necessary for CRH to compete in all of its markets.

### Compensation Principles

Our executive compensation programs are designed to align the interests of our NEOs with our shareholders, underpinned by the following core principles:

#### Core Principles of our Compensation Arrangements

<b>Alignment with Business Strategy</b>	<ul style="list-style-type: none"> <li>• Reward and motivate executives to perform in the long-term interests of shareholders;</li> <li>• Foster entrepreneurship within the Company by rewarding the creation of shareholder value through organic and acquisitive growth;</li> <li>• Provide a blend of fixed and variable compensation and short- and long-term incentives linked to the delivery of key business goals over the short- and long-term which are critical for the execution of the Company's strategy; and</li> <li>• Reflect the risk policies and appetite of the Company.</li> </ul>
<b>Consistency and Oversight</b>	<ul style="list-style-type: none"> <li>• Ensure that compensation structure remains consistent across the Company, given CRH's international footprint, with the Committee overseeing compensation policy across CRH; and</li> <li>• Manage any conflicts of interest by having the Committee approve the compensation of the Chief Executive Officer and the executive officers and set the compensation for the non-management Directors within the limits approved by shareholders.</li> </ul>
<b>Pay for Performance</b>	<ul style="list-style-type: none"> <li>• Drive performance and link reward to the responsibilities and individual contribution of executives;</li> <li>• Ensure that there is appropriate alignment between pay and performance by delivering a significant amount of total compensation through variable short- and long-term incentives linked to the delivery of key business objectives; and</li> <li>• Ensure that total compensation is more variable (and, in particular, weighted towards long-term performance) for roles with greater levels of responsibility.</li> </ul>
<b>Shareholder Alignment</b>	<ul style="list-style-type: none"> <li>• Ensure the alignment of executive and shareholders' interests through share-based incentive awards linked to the delivery of key strategic objectives and the creation of shareholder value. Our NEOs are also subject to share ownership guidelines.</li> </ul>
<b>Market Pay Competitiveness</b>	<ul style="list-style-type: none"> <li>• Ensure that compensation is market competitive, with regard to the size and complexity of CRH and the markets in which we operate, enabling the Company to recruit and retain talented executives, including establishing a new executive compensation peer group, which was developed in line with U.S. market best practice and was used to benchmark executive pay levels. The peer group, which was updated for 2025, is detailed on pages 63 to 64.</li> </ul>

### Strong Compensation Governance (What We Do/What We Don't Do)

Our compensation programs incorporate best practices that we believe drive performance, while mitigating risk and aligning the interests of our executives with those of our shareholders. The table below highlights the key features of our compensation practices.

#### Compensation Governance

##### What We Do

- ✓ Tie pay to performance by ensuring that a significant portion of NEO compensation is variable and performance-based
- ✓ Set challenging financial targets for incentive awards taking into consideration our business strategy, operating goals and the macro-environment
- ✓ Apply a market-based approach for determining target compensation
- ✓ Utilize performance-based awards as a primary element of our long-term incentives
- ✓ Require substantial share ownership under our share ownership guidelines for NEOs and non-management Directors
- ✓ Engage in risk mitigation by including balanced performance metrics in our compensation programs, clawback provisions and oversight to identify risk
- ✓ Prohibit transactions by our Directors and executive officers intended to hedge or offset the market value of CRH shares owned by them or pledging shares
- ✓ Maintain a robust clawback policy providing for the right to cancel or recoup incentive compensation in the event of financial restatements
- ✓ Engage in ongoing dialogue with shareholders related to executive compensation matters and consider the feedback received

##### What We Don't Do

- ✗ No excessive benefits or perquisites
- ✗ No repricing of stock options or awards without shareholder approval
- ✗ No excessive change of control benefits. Our NEOs' compensatory arrangements do not provide for:
  - automatic "single-trigger" vesting on long-term incentive awards;
  - enhanced cash severance or similar change of control benefits, other than reasonable enhancements for our Chief Executive Officer and our new Chief Financial Officer; or
  - tax gross-ups (other than for certain Consolidated Omnibus Budget Reconciliation Act (COBRA) costs)
- ✗ No resetting of financial targets established at the beginning of a performance period, other than adjustments to preserve the value of the incentive
- ✗ No guaranteed bonuses or uncapped incentive award opportunities for NEOs
- ✗ No payment of dividends or dividend equivalents on equity awards unless and until underlying awards vest

**2025 Overview of Pay Elements and Alignment to Strategy**

The following table summarizes the key compensation elements of our NEOs in 2025. A significant portion of the NEOs' compensation is linked to the delivery of key business goals over the short- and long-term which are critical to the execution of the Company's strategy and the creation of shareholder value. In particular, in light of the criticality of Cash Flow and RONA to our Company's strategy, we measure and incentivize the achievement of these metrics both annually and on a long-term basis through our annual bonus and equity incentive plans.

Each element of the NEOs' packages is described in detail in the section titled "How Compensation Was Determined for 2025" on page 59.

Pay Element	Delivery	Purpose	2025 Performance Measures	Further Details/Alignment with Strategy
<b>Fixed</b>				
Base Salary	Cash, fixed amount paid on a monthly basis	Market competitive salary helps to attract and retain key talent	–	Reviewed annually in light of individual performance, level of responsibility, knowledge and experience, competitive market compensation practice, and pay levels elsewhere in the Company
<b>Variable (At Risk)</b>				
Annual Incentive Plan	Cash-based awards based on achievement of selected performance metrics	Reward the creation of shareholder value through operational excellence and organic and acquisitive growth. The Annual Incentive Plan incentivizes NEOs to deliver Company and individual goals that support long-term value creation	Operating Cash Flow (30%)	Operating Cash Flow is a measure of CRH's ability to generate cash to fund organic and acquisitive growth and provide returns to our shareholders via dividends and share buybacks
			EPS (30%)	EPS is a measure of underlying profitability
			RONA (20%)	RONA is a measure of CRH's ability to create value through excellence in operational performance
			Sustainability/Strategic Measures (20%)	Sustainability/strategic measures enable a focus on specific factors aligned with CRH's short- and medium-term strategic objectives that promote long-term success
2025 Equity Incentive Plan - RSUs	Equity-based awards (totaling 40% of annual award under the 2025 Equity Incentive Plan) with three-year ratable vesting	Market competitive award helps to encourage retention	–	Reviewed annually in light of individual performance, level of responsibility, knowledge and experience, competitive market compensation practice, and pay levels elsewhere in the Company
2025 Equity Incentive Plan - PSUs	Equity-based awards (totaling 60% of annual award under the 2025 Equity Incentive Plan) with three-year cliff vesting based on achievement of selected performance metrics	Align the interests of key management across different businesses and regions with those of shareholders through an interest in CRH shares and by incentivizing the achievement of long-term performance goals	Cash Flow (50%)	Cash flow is a measure of CRH's ability to generate cash to fund organic and acquisitive growth and provide returns to our shareholders via dividends and share buybacks
			RONA (25%)	RONA is a measure of CRH's ability to create value through excellence in operational performance
			Relative TSR (25%)	TSR is a measure of shareholder return on investment in CRH and is measured relative to our peers

**The Role of Individual Performance**

Individual performance informs the decision-making in relation to NEO base salaries, as well as the outcome of that element of the annual bonus linked to the achievement of strategic objectives. The Committee considered the following achievements and accomplishments of the NEOs in 2025:

**Individual Performance**

Name	Position	Achievements/Accomplishments in 2025
Jim Mintern	Chief Executive Officer and Executive Director	<ul style="list-style-type: none"> <li>• Led the evolution of CRH’s strategy while delivering strong results, including ensuring that CRH met all necessary criteria for S&amp;P 500 inclusion;</li> <li>• Strong delivery of connected portfolio across all businesses creating incremental value including investment and acceleration of innovation and technology;</li> <li>• Supported continuous performance improvement by embedding a culture of operational excellence, accelerating innovation and technology initiatives and delivered sustainable growth; and</li> <li>• Strengthened organizational capacity through deep talent pipelines, effective succession planning, and key leadership transitions, supported by a culture of safety, engagement, and growth.</li> </ul>
Nancy Buese	Chief Financial Officer	<ul style="list-style-type: none"> <li>• Supported and enabled the development of a growth mindset and driving performance to achieve sustainable growth and increased value for shareholders; and</li> <li>• Worked closely with colleagues to support the processes for succession and development while supporting a culture of safety, engagement and growth.</li> </ul>
Randy Lake Peter Buckley Nathan Creech	Chief Operating Officer President, International Division President, Americas Division	<ul style="list-style-type: none"> <li>• Strong delivery of connected portfolio across all businesses creating incremental value including aligning cross-functional teams while improving customer experience;</li> <li>• Championed CRH’s continuous performance improvement, accelerating innovation and technology initiatives that contributed to sustainable growth and enhanced shareholder value; and</li> <li>• Strengthened organizational capacity through deep talent pipelines, effective succession planning, and smooth leadership transitions, supported by a culture of safety, engagement, and growth — achieving higher retention and leadership readiness across CRH.</li> </ul>

## How Compensation Was Determined for 2025

### Base Salary

Base salaries of the NEOs are set taking into account:

- the scope of the NEO's role and responsibilities;
- the individual's skills, experience and performance;
- salary levels at the 2025 Compensation Peer Group; and
- pay and conditions elsewhere in the Company.

Base salary is normally reviewed annually with changes generally effective on January 1, although the Board or the Committee may make an out-of-cycle increase if considered to be appropriate.

Mr. Mintern's base salary was increased 75% to reflect his new role as Chief Executive Officer, Ms. Buese did not receive any base salary increase as she joined CRH in 2025, Mr. Buckley's base salary was increased by 23% to reflect his appointment as President, International Division, and each of Messrs. Lake and Creech received a base salary increase of 4% in recognition of their continued strong performance, contribution and leadership of CRH. Details of Mr. Connolly's compensation, who served as Interim Chief Financial Officer from January 1, 2025 to May 11, 2025 are set out on page 54.

The following table outlines the annual base salary of the NEOs in 2025 and 2024, as well as the year-over-year percentage increase in base salary.

#### Year-over-year change in base salary

Name	Position	2025 Salary (\$)	2024 Salary (\$)	Percentage Increase
Jim Mintern	Chief Executive Officer	1,750,000	1,000,219 (i)	75%
Nancy Buese	Chief Financial Officer	1,000,000	—	—
Randy Lake	Chief Operating Officer	1,578,000	1,521,520	4%
Peter Buckley	President, International Division	1,042,455 (i)	876,244 (i)	23%
Nathan Creech	President, Americas Division	1,213,000	1,170,000	4%

#### Note:

(i) The salary for Mr. Mintern was similarly set and paid in euro in 2024 and has been converted to U.S. Dollars using the average Bloomberg composite rate for 2024. The salary for Mr. Buckley was set and paid in euro and has been converted to U.S. Dollars using the average Bloomberg composite rate for the applicable year.

### Annual Incentive Plan

CRH's Annual Incentive Plan is designed to reward the creation of shareholder value through operational excellence and organic and acquisitive growth. The plan incentivizes the NEOs to deliver Company and individual goals that support long-term value creation.

At the beginning of each year, the Committee determines the threshold, target and maximum bonus payable for each NEO, together with the applicable performance metrics.

CRH's Annual Incentive Plan for 2025 was based on a combination of financial targets and sustainability/strategic measures. The metrics for target payout, which is up to a maximum of 100% of the total annual bonus opportunity, are based on targets extracted from the 2025 budget set by the Board in respect of each metric. The threshold level for bonus payouts in 2025 was for the achievement of 50% of target, whereas maximum payout is achieved for stretch performance of 200% of target. The relative weighting of the components of 2025 is set out on page 60.

When setting the targets for the Annual Incentive Plan, the Committee makes certain assumptions with respect to the year ahead and also compares the proposed targets to the outcomes for the previous year to ensure that the targets are sufficiently rigorous. The metrics in the plan are influenced by the economic cycle and other factors, such as ongoing portfolio management, government infrastructure spending programs and items outside of management's control which may not continue into the next financial year.

When reviewing performance against the Annual Incentive Plan, the Committee ensures that appropriate adjustments are applied to the financial targets to reflect significant development activity and actual exchange rates.

The financial targets for the 2025 Annual Incentive Plan, which represent 80% of the potential bonus opportunity, were set in early 2025.

Reflecting the strong performance in 2025 underpinned by CRH's customer-centric strategy, the financial metrics for the Annual Incentive Plan, which accounted for 80% of the overall opportunity, were achieved at a level of 135% of target. The Committee assessed that the performance of the NEOs against their individual non-financial objectives, accounting for 20% of their potential opportunity under the Annual Incentive Plan, was at a level which warranted a payout of 150% of target. The combined payout level was, therefore, 138% of target.

In determining this outcome, the Committee also took into account a number of factors, including, feedback from other Committees in relation to matters such as safety performance and culture, whether any extraneous factors outside the control of management had unduly influenced the outcome, progress in relation to strategic objectives not captured by the financial measures used for compensation purposes, and the experience of key stakeholder groups (including employees). Based on this review, the Committee determined that no adjustment to incentive outcomes in respect of any of these matters was necessary.

2025 Annual Incentive Plan – Targets & Achievement

Measure	Weighting (% of total bonus)	2025 Targets – Performance needed for payout at (i) (ii)			2025 Performance Achieved (iii)	Percentage of Target Awarded
		Threshold	Target	Maximum		
Operating Cash Flow (iii)	30%	\$3.62B	\$4.26B	\$4.77B	\$4.67B	181%
Diluted EPS (iii)	30%	\$4.63	\$5.45	\$6.10	\$5.57	119%
RONA (iii)	20%	12.4%	14.4%	15.9%	14.1%	92%
Sustainability/Strategic	20%				See page 58	150%
<b>Total</b>	<b>100%</b>					<b>138%</b>

Notes:

- (i) 50% is earned at threshold, 100% at target and 200% at maximum, with a straight-line payout schedule between these points.
- (ii) Targets have been adjusted to reflect significant development activity and actual exchange rates.
- (iii) For the purposes of the Annual Incentive Plan, the Diluted EPS outcome in the table above aligns with Diluted EPS Pre-Impairment, a non-GAAP metric disclosed in the 2025 Annual Report. The Operating Cash Flow outcome in the table above differs from that disclosed in the 2025 Annual Report as the outcome achieved for 2025 is calculated by making the following adjustments to Adjusted EBITDA, a non-GAAP metric disclosed in this Proxy Statement and the 2025 Annual Report: deducting cash outflows on the purchases of property, plant and equipment, and intangibles; adding proceeds from disposal of long-lived assets; and adjusting for movement in trade working capital and gains/losses on disposal of long-lived assets. RONA is not disclosed elsewhere in this Proxy Statement or the 2025 Annual Report. RONA is an internal, pre-finance, pre-tax and pre-impairment measure used by management to assess asset efficiency across CRH’s segments. RONA is calculated as operating income (excluding non-cash impairment losses) divided by average net assets, defined as total assets less total liabilities, excluding equity-accounted investments, interest receivable and payable, deferred and contingent consideration, Net Debt (a non-GAAP metric disclosed in the 2025 Annual Report), and tax-related assets and liabilities. Average net assets are based on the trailing average of closing balances for the applicable period to reflect seasonality and timing of development activity.

The table below outlines the target bonus opportunity, the maximum bonus payable under the Annual Incentive Plan and the actual bonus paid to each NEO based on 2025 company and individual performance.

2025 Annual Incentive Plan – Payout

Name	Position	Base Salary (i) (\$)	Target Bonus % of Salary	Target Bonus Amount (\$)	Maximum Potential Bonus (\$)	Actual Bonus Earned Based on 2025 Performance (ii) (\$)
Jim Mintern	Chief Executive Officer	1,750,000	150.0%	2,625,000	5,250,000	3,622,500
Nancy Buese	Chief Financial Officer	1,000,000	110.0%	1,100,000 (ii)	2,200,000 (ii)	973,184 (ii)
Randy Lake	Chief Operating Officer	1,578,000	125.0%	1,972,500	3,945,000	2,722,050
Peter Buckley	President, International Division	1,042,455	110.0%	1,146,701	2,293,401	1,582,447
Nathan Creech	President, Americas Division	1,213,000	110.0%	1,334,300	2,668,600	1,841,334
Alan Connolly	Former Interim Chief Financial Officer	597,720	60.0%	358,632	717,263	494,913

Note:

- (i) The salaries for Mr. Buckley and Mr. Connolly were set and paid in euro in 2025 and have been converted to U.S. Dollar using the average Bloomberg composite rate for 2025.
- (ii) The annual bonus received by Ms. Buese has been pro-rated to reflect the portion of the year for which she served as Chief Financial Officer (appointment was effective May 12, 2025). The pro-rated Target Bonus Amount and Maximum Potential Bonus were \$792,603 and \$1,585,205, respectively.

2025 Long-Term Incentive Plan Awards

At the 2025 AGM, our shareholders approved the 2025 Equity Incentive Plan, which had previously been approved by the Board. The 2025 Equity Incentive Plan replaced the 2014 Performance Share Plan and all other Board-approved share plans in operation (other than the Company’s Savings-related Share Option and the Share Participation Schemes in operation in Ireland and the United Kingdom) and no further awards will be granted under those plans. An aggregate of 15 million of the Company’s Ordinary Shares was reserved for issuance under the 2025 Equity Incentive Plan.

The purpose and goal of our 2025 Equity Incentive Plan is to align the interests of the NEOs (and key management across different regions) with those of shareholders by incentivizing the achievement of long-term performance goals. Awards under the 2025 Equity Incentive Plan are granted in the form of PSUs (60% of the award), which vest based on performance over a period of three years, and RSUs (40% of the award), which vest ratably over a period of three years.

2025 Awards

In 2025, the Company granted RSU and PSU awards under the 2025 Equity Incentive Plan to each of the NEOs. The RSU and PSU awards provide each NEO with the right to receive CRH shares, subject to the fulfillment of certain timing, market, performance and service conditions, as relevant, over the applicable vesting period.

With respect to the RSUs, the awards vest ratably at 33.3% during the three-year period (May 2026, May 2027 and May 2028). With respect to the PSUs, the performance conditions are designed to drive long-term shareholder value and consist of Cash Flow performance, RONA performance, and Relative TSR performance, with the Cash Flow and RONA performance conditions being set by reference to CRH’s Strategic Plan. Each performance condition is measured over a three-year performance period ending on December 31, 2027, with performance determined by the Committee following completion of the performance period. The PSU awards vest on the third anniversary of the grant date, with the actual vesting percentage ranging from 0% to 200% based upon actual achievement of the performance conditions as further described below. The performance conditions have been structured to encourage high levels of performance, with payout dependent on performance relative to CRH’s Strategic Plan (in the case of the cumulative Cash Flow and RONA performance conditions) and performance relative to the Company’s Performance Peer Group for 2025 PSUs set out on page 64 (in the case of Relative TSR). The payout percentage for each performance condition is interpolated for performance between the minimum threshold and maximum level of performance. The specific targets for the cumulative Cash Flow and RONA metrics have not been disclosed on the basis that they are competitively sensitive and disclosure would result in competitive harm.

In addition to their 2025 PSU and RSU awards, Ms. Buese, Mr. Creech and Mr. Connolly each received additional RSU awards, details of which are outlined in the table below. The additional RSU awards are one-off in nature and are not expected to be recurring under the 2025 Compensation Framework, which emphasizes pay for performance.

**2025 Awards to NEOs**

Name	2025 Equity Incentive Plan Annual Awards (i)			Additional RSU Awards
	Target (\$)	No. of PSUs (60% of Total Award)	No. of RSUs (40% of Total Award)	No. of RSUs Granted
Jim Mintern	10,237,500	67,433	44,955	—
Nancy Buese (ii)	4,000,000	26,347	17,565	21,956
Randy Lake	4,300,000	28,324	18,882	—
Peter Buckley	2,350,000	15,480	10,317	—
Nathan Creech (iii)	3,500,000	23,054	15,369	32,934
Alan Connolly (iv)	871,275	5,744	3,821	3,270

**Notes:**

- (i) The target award value was converted to PSUs and RSUs on a 60:40 split based on the average close price over the 20-day trading period from April 14, 2025 through May 9, 2025.
- (ii) In connection with her appointment as Chief Financial Officer, Ms. Buese received a one-time RSU award, which will vest 50% in 2026 and 50% in 2027, subject to continued employment.
- (iii) In connection with his support of the leadership transition and his continued efforts to drive performance and growth in the Americas, Mr. Creech received a one-time RSU award, which will vest 100% in 2028, subject to continued employment.
- (iv) In connection with his service as Interim Chief Financial Officer from January 1, 2025 through May 11, 2025, Mr. Connolly received a one-time cash bonus of \$200,000, to reflect market pay for the period of time Mr. Connolly held the Interim Chief Financial Officer role, and a one-time RSU grant with a grant date fair value equal to \$300,000, vesting 50% in 2026 and 50% in 2027 to recognize the support for transition of the role to Ms. Buese and is subject to continued employment.

**2025 PSU Awards – Structure**

Measures	Weighting	Threshold Level of Performance (50% Payout)	Target Level of Performance (100% Payout)	Maximum Level of Performance (200% Payout)
Cash Flow performance (i)	50%	> 80.0% of Plan	At Plan	> 112.0% of Plan
RONA performance (ii)	25%	Plan - 225bps	At Plan	Plan + 150bps
Relative TSR performance (iii)	25%	>25th percentile	>55th percentile	>75th percentile

**Notes:**

- (i) The definition of Cash Flow performance differs from that disclosed in the 2025 Annual Report, and is defined as Adjusted EBITDA, a non-GAAP metric disclosed in this Proxy Statement and the 2025 Annual Report; less gains/losses on disposal of long-lived assets; plus proceeds from disposal of long lived assets, less cash outflows on the purchases of property, plant and equipment, and intangibles; less net cash outflows for Interest and Tax.
- (ii) Further information on how RONA is calculated for PSU awards is set out on page 60.
- (iii) The methodology for calculating TSR assumes all dividends are reinvested on the ex-dividend date at the closing price on that day; the open and close price is based on the three-month average closing price on the last day before the start of the performance period and the final day of the performance period respectively. The Performance Peer Group used to assess TSR performance for the 2025 PSU awards is set out on page 64. TSR performance is assessed on a weighted market capitalization basis.
- (iv) Awards, to the extent that they vest, will be adjusted to accrue dividend equivalents based on dividends declared and paid in the period from the date of grant to the date of vesting.

**Long-Term Incentives Earned in 2025 - 2014 Performance Share Plan Awards**

Prior to the establishment of the 2025 Compensation Framework, CRH maintained a long-term equity incentive compensation program (the ‘2014 Performance Share Plan’). Awards (in the form of conditional share awards) normally vest based on performance over a period of not less than three years. The PSP awards granted to Mr. Mintern under the 2014 Performance Share Plan are assessed using the same performance periods as the other NEOs, but are subject to an additional vesting period ending on the fifth anniversary of the grant date.

**2023 PSP Award – Performance Assessed 2025**

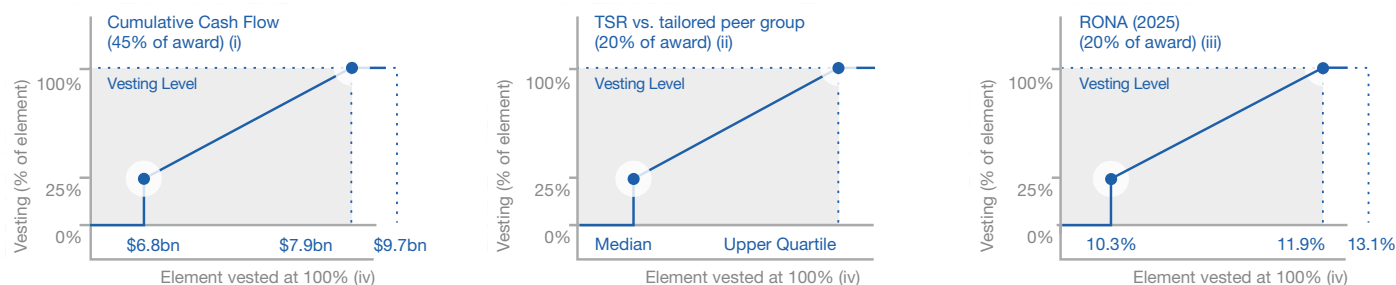
In 2023, the Company granted PSP awards under the 2014 Performance Share Plan to each of the NEOs (other than Ms. Buese). The PSP awards provide each NEO with the right to receive CRH shares, subject to the fulfillment of certain market, performance and service conditions over the applicable vesting period. The performance conditions were designed to drive long-term shareholder value and consisted of Cash Flow performance, RONA performance, TSR performance and certain sustainability scorecard measures, with the Cash Flow and RONA performance conditions being set by reference to CRH’s Strategic Plan and TSR performance relative to the tailored peer group set out on page 64. Each performance condition was measured over a three-year performance period ending on December 31, 2025, with performance determined by the Committee following completion of the performance period, with the actual vesting percentage ranging from 0 to 100% based upon actual achievement of the performance conditions as further described below.

The PSP awards made in 2023 have been assessed against the applicable targets set by the Committee in 2023. Performance against these targets has resulted in a 98.75% vesting level (see below for more details). When reviewing performance against the targets, the Committee considered a number of adjustments consistent with best practice, for example, the impact of significant development activity.

**Overall Incentive Outcome**

The Committee is satisfied that there is a very strong alignment between the incentive outcomes outlined above for 2025 and the performance of the Company. The Committee also took into account a number of factors, including, feedback from other Board Committees in relation to matters such as safety performance and culture, whether any extraneous factors outside the control of management had unduly influenced the outcome and progress in relation to strategic objectives not captured by the financial measures used for compensation purposes. Based on this review, the Committee determined that no adjustment to incentive outcomes in respect of any of these matters was necessary.

## 2023 PSP Award Metrics



## Sustainability & Diversity (15% of award)

The Sustainability & Diversity component is comprised of: (i) 5% on driving carbon neutrality, (ii) 5% on progress toward a net zero built environment and (iii) 5% on creating an inclusive & diverse company. The Compensation Committee approved a combined achievement level on these factors of 13.75%.

### Notes:

(i) Cumulative Cash Flow is defined as net increase (decrease) in cash and cash equivalents, as reported under IFRS, adjusted to exclude:

- Dividends paid/received;
- Acquisition/investment expenditure;
- Proceeds from divestitures/disposals;
- Movements in working capital and other related matters;
- Share purchases/issues (scrip dividend, share options/payment expense);
- Financing cash flows (new loans, debt repayments, other); and
- Foreign exchange translation.

The Committee determined that it is appropriate to make these adjustments in order to remove items that it believes do not reflect the quality of management's operational performance or are largely outside of the Company's control. The Committee also retains the discretion to make further adjustments, for example, as a result of significant development activity during the performance period or a significant underspend or delay in budgeted capital expenditure, both ordinary and extraordinary.

(ii) The methodology for calculating TSR assumes all dividends are reinvested on the ex-dividend date at the closing price on that day; the open and close price is based on the three-month average closing price on the last day before the start of the performance period and the final day of the performance period respectively. For the 2023 awards, TSR performance is assessed on a weighted market capitalization basis. The peer group used to assess TSR performance for the 2023 PSP awards is set out below.

(iii) RONA is calculated on an IFRS basis in line with targets. Further information on how RONA is calculated for PSP awards is set out on page 60.

(iv) For the purposes of the 2023 awards, the cumulative cash flow for the three years ended December 31, 2025 was \$9.7 billion based on financial reporting under IFRS. TSR performance was in the upper quartile against the tailored peer group. RONA for the year ended December 31, 2025 was 13.1%.

## 2023 PSP Awards – Vesting Details

Name	Interests Held	Vesting Outcome (% of Max)	Interests Due to Vest / Vested	Date of Vesting	Assumed Share Price (\$)(i)	Estimated Value (\$)
Jim Mintern	52,115	98.75%	51,460	February 23, 2028	121.49	6,251,875
Nancy Buese	—	—	—	—	—	—
Randy Lake	74,700	98.75%	73,767	February 23, 2026	121.49	8,961,953
Peter Buckley	24,493	98.75%	24,186	February 24, 2026	121.49	2,938,357
Nathan Creech	64,984	98.75%	64,171	February 23, 2026	121.49	7,796,135
Alan Connolly	18,989	98.75%	18,752	February 23, 2026	121.49	2,278,180

### Note:

(i) For the purposes of this table, the value of these awards has been estimated using a share price of \$121.49 being the closing share price of our Ordinary Shares on February 23, 2026.

## Peer Group for 2014 Performance Share Plan Awards (i) (ii)

ACS	Heidelberg Materials	Saint Gobain	Vicat	Wienerberger
Buzzi	Holcim	Skanska	Vinci	
Cemex	Martin Marietta	Titan Cement	Vulcan Materials	

### Note:

(i) Boral was removed from the peer group for awards under the 2014 Performance Share Plan following its acquisition by Seven Group Holdings in 2024.

(ii) Peer group applicable for 2023 PSP awards. See page 64 for details of the peer group that will apply for PSU awards in 2025.

## 2025 Compensation Decision Process Compensation Committee

The Committee consists of six non-management Directors considered by the Board to be independent under the applicable NYSE standards. They bring a range of experience of large organizations and public companies, including experience in the area of senior executive compensation, to enable the Committee to fulfill its role. Their biographical details are set out on pages 19 to 22.

The Committee operates under an agreed charter, a copy of which is available on the CRH website ([www.crh.com](http://www.crh.com)), and its main focus is to:

- review and approve the corporate goals and objectives relevant to the compensation of the Chief Executive Officer, evaluating his or her performance in light of those goals and objectives, and determine and approve the Chief Executive Officer's compensation levels and outcomes;
- review and approve the compensation and incentive compensation and equity-based plans for executive officers; and
- approve the design of, and determine the financial and non-financial targets for, any short-term performance-related pay schemes operated by the Company and approve the total annual payments made under such schemes. The Committee shall additionally review the design of all long-term share incentive plans for approval by the Board and shareholders, as applicable.

In addition, the Committee oversees the preparation of this CD&A.

In considering compensation levels for NEOs particularly, the Committee takes into account compensation trends in the countries in which the Company operates. The Committee also takes into consideration feedback which the Company solicits and receives from shareholders in relation to executive compensation and receives advice and recommendations from other committees in relation to matters within the remit of these committees which are relevant to compensation considerations.

## Compensation Consultants

In 2025, Semler Brossy Consulting Group LLC ('Semler Brossy') acted as the Committee's independent compensation consultant and did not provide any other services to CRH. The Committee has determined that Semler Brossy is independent under the factors set forth in the NYSE rules for compensation committee advisors and that Semler Brossy does not have connections with the Company that may impair its independence. During 2025, Semler Brossy provided the following compensation services:

- research and advice regarding compensation trends, compensation design and best practice and compensation levels for executive officers and non-management Directors in companies of similar size and complexity;
- advice in relation to compensation matters generally; and
- attendance at Committee meetings, when required.

## Management

Management supports the Committee by providing information and analysis, and regularly meets with our independent compensation consultant to discuss compensation initiatives and competitive practices and to coordinate support for the Committee.

The Chief Executive Officer is responsible for recommending annual performance goals for the Chief Financial Officer and the members of the Global Leadership Team, and for conducting annual performance evaluations against such pre-established goals.

Based on performance and an assessment of competitive pay levels, the Chief Executive Officer makes recommendations to the Committee for the compensation of other senior executives.

## Assessment of Competitive Pay and Peer Group Compensation Peer Group

The Committee reviews an assessment of competitive pay for our NEOs relative to market data. Our compensation consultant develops market data appropriate for a company of our size using a combination of peer group data and market surveys. The market data, in combination with consideration of each NEO's experience, responsibilities and performance, assists the Committee in making informed, market-based decisions regarding our executive pay programs.

The Committee considered several factors in selecting our peer group, including industry, revenue size, geography and market capitalization. The Committee reviews and adjusts the peer group periodically on an as-needed basis.

CRH benchmarks executive compensation against multiple peer groups, to be used as a reference point in making compensation decisions. For the 2025 Compensation Framework, the peer group consists of U.S. publicly traded companies primarily within the Materials and Industrials sector and with market capitalizations within 3.2x to 0.2x of CRH. In the aggregate, the compensation peer group consists of 21 companies. The peer group includes Martin Marietta and Vulcan Materials even though they are below the typical market capitalization size screens, as both are also included in the Performance Peer Group as described on page 64. Following a review during 2025, Amrize and Smurfit Westrock were added to the go-forward peer group for 2026 decisions.

Company	Market Capitalization (as of December 31, 2025) (\$B) (i)
Caterpillar	268.1
Linde	199.1
Deere	125.9
Honeywell International	123.9
Eaton	123.7
General Dynamics	90.9
Trane Technologies	86.3
3M	85.0
Sherwin-Williams	80.3
Johnson Controls	73.2
Cummins	70.5
PACCAR	57.5
Carrier Global	44.5
Vulcan Materials	37.7
Martin Marietta Materials	37.6
Nucor	37.3
Amrize (ii)	30.7
PPG Industries	23.0
Smurfit Westrock (ii)	20.2
Dow	16.5
LyondellBasell	13.9
CRH	83.5

**Note:**

(i) Market capitalization figures derived from Bloomberg.

(ii) Amrize and Smurfit Westrock were added to the peer group during 2025 and will be used for go-forward decisions in 2026.

**Performance Peer Group for 2025 PSUs**

Due to the limited number of direct industry competitors that are publicly traded U.S. companies of an appropriate size to include in the compensation peer group, we use a distinct Performance Peer Group to measure relative TSR for our PSU awards. The group consists of 18 companies, two of which are also compensation peers (Vulcan Materials and Martin Marietta Materials).

Company	Market Capitalization (as of December 31, 2025) (\$B)(i)
Vinci	82.0
Holcim	55.7
Saint Gobain	50.5
Heidelberg Materials	46.8
Vulcan Materials	37.7
Martin Marietta Materials	37.6
ACS	27.1
Mastec	17.2
Cemex	16.7
Carlisle Companies	13.4
Masco	13.2
Skanska	11.5
Advanced Drainage Systems	11.3
Owens Corning	9.2
Eagle Materials	6.6
Construction Partners	6.1
Fortune Brands Innovations	6.0
Knife River	4.0

**Note:**

(i) Market capitalization figures derived from Bloomberg.

## Governance Features of our Executive Compensation Programs Share Ownership Guidelines

To reinforce the alignment between CRH Directors and executives and shareholders and foster a long-term, ownership mindset, the Company introduced share ownership guidelines in line with U.S. market practice for its NEOs and non-management Directors effective January 1, 2025. Pursuant to this policy, each covered individual is expected to hold shares having a minimum value denominated as a multiple of base salary or retainer:

- Chief Executive Officer: six times annual base salary
- Other NEOs: three times annual base salary
- Non-management Directors: five times annual cash retainer

Owned shares, PSPs for which the performance period has concluded but remain subject to an additional vesting period, RSUs and deferred shares are counted towards meeting ownership guidelines. PSUs subject to performance and unexercised options are excluded. Each covered individual is expected to meet the share ownership guidelines within five years of their appointment to their covered role, or within five years from the date of the implementation of the updated policy (i.e. by December 31, 2029). Until the guidelines are met, executives are subject to a 75% net share retention requirement on the vesting of any PSUs or RSUs.

The Committee is comfortable that each of the NEOs is in compliance with, or on track to comply with, the shareholding guidelines.

## Compensation Policies and Practices as They Relate to Risk Management

The Committee has reviewed CRH's executive and employee compensation programs and does not believe that the compensation policies and practices encourage undue or inappropriate risk taking or create risks that are reasonably likely to have a material adverse effect on the Company. The reasons for the Committee's determination include the following:

- CRH structures its compensation program to consist of both fixed and variable components;
- CRH compensation programs are balanced between a variety of measures, and both short-term and long-term incentives are designed to reward the execution of short-term and long-term corporate strategies;
- CRH allocates compensation among base salary, annual cash incentives, and long-term incentives;
- CRH maintains internal controls over financial reporting, which are designed to prevent this information from being manipulated by any employee, including our executive officers;

- A significant portion of the compensation paid to NEOs is in the form of equity awards to align their interests with the interests of shareholders; and
- As part of CRH's Anti-Hedging and Pledging Policy, hedging transactions involving the Company's equity securities are prohibited so that CRH's NEOs and other employees cannot insulate themselves from the effects of poor share price performance.

### Anti-Hedging and Pledging Policy

The Company prohibits Directors and executive officers from directly or indirectly engaging in hedging, short sales or any other derivative transaction involving the use of market investments to offset, manage the risk of, hedge or leverage movement in the market value of CRH's Ordinary Shares.

In addition, Directors and executive officers may not, at any time, directly or indirectly pledge or otherwise encumber CRH's Ordinary Shares as collateral for indebtedness, including by holding such shares in a margin account.

### Tax Deductibility

Section 162(m) of the Internal Revenue Code limits the amount that the Company may deduct from our federal income taxes for compensation paid to certain executive officers, including NEOs, to \$1 million per executive officer per year. While the Committee is mindful of the benefit to the Company of the full tax deductibility of compensation, the Committee believes that it should retain flexibility in compensating our NEOs in a manner that can best promote corporate objectives and the interest of shareholders. Therefore, the Committee may approve compensation that may not be fully deductible because of the limits of Section 162(m).

### Timing of Equity Grants

The Company's equity compensation practices include consistent policies and procedures with respect to the timing, structure, and process for the grant of equity-based awards, including for purposes of annual equity grants to our NEOs. The grant date of annual equity awards to our NEOs is generally shortly after the release of CRH's results for the prior year. Equity awards are not spring-loaded or otherwise timed to take advantage of material non-public information.

### Clawback Policy

In compliance with the requirements of the Exchange Act, the rules promulgated thereunder by the SEC and the NYSE listing standards, the Company has adopted a Clawback Policy that allows the Company to recoup certain incentive-based compensation from current and former executive officers under certain circumstances. A copy of the Policy is available as Exhibit 97.1 to the 2025 Annual Report (referred to therein as the Policy Relating to Recovery of Erroneously Awarded Compensation).

## Other Elements of Our Executive Compensation Programs

### Other Employee Share Schemes

Irish-based NEOs are eligible to participate in both an Irish Revenue Commissioners' approved (i) Savings-related Share Option Scheme (the 'SAYE Scheme') and (ii) Share Participation Scheme (the 'Participation Scheme') on terms consistent with all other eligible employees in Ireland.

The SAYE Scheme is open to all eligible employees in Ireland (with a parallel scheme operating for eligible CRH employees in the UK established on similar terms complying with the UK Revenue requirements). Participants enter into a savings contract to save up to €500 (£500 in the UK) per month from their net salaries for a fixed term of three or five years and at the end of the savings period they may use the savings to exercise an option (granted on commencement of the savings period) and buy CRH shares at a discount of up to 15% of the market price on the date of invitation to participate in the scheme. Where the savings contract entered for the purposes of the SAYE Scheme is with a financial institution approved in Ireland for that purpose, gains arising on the exercise of the option are exempt from income tax. The last grant under the SAYE Scheme was in 2022 and no NEO has an outstanding option.

Each Participation Scheme is open to all employees of the relevant sponsoring employing subsidiary in Ireland. Under a Participation Scheme as operated by CRH subsidiaries in Ireland, each eligible participant may opt in to receive an allocation of up to 10% of their base salary (subject to a maximum of €12,700) in CRH shares annually (funded via a discretionary bonus payment, which may be supplemented through employee salary foregone), with the value of such shares being free from income tax if subsequently held in trust for a retention period of at least three years. The shares are purchased on the open market at market value by a trustee, which then holds the acquired shares for the duration of the retention period. The Irish-based NEOs participated in the Participation Scheme in 2025.

### Benefits and Perquisites

The Compensation Committee's policy is to set benefit provisions at an appropriate market competitive level taking into account market practice, the level of benefits provided for other employees in the Company, the NEO's home jurisdiction and the jurisdiction in which the NEO is based.

For each of our NEOs, employment-related benefits include the provision of security, where deemed appropriate, the use of company cars (or a car allowance), medical insurance for the NEO and his/her family, disability insurance and life insurance.

Benefits may also be provided in relation to legal fees incurred in respect of agreeing service contracts, or similar agreements (for which the Company may settle any tax incurred by the NEO) and a gift on retirement.

**Retirement Benefits**

Mr. Mintern received a taxable non-pensionable cash payment of 10% of salary in lieu of a pension contribution.

Ms. Buese, Mr. Lake and Mr. Creech participate in the CRH Americas 401(k) Plan, a tax-qualified defined contribution plan in which all U.S.-based employees, including the U.S.-based NEOs, are eligible to participate on the same terms. CRH Americas, Inc. ('CRH Americas') provides matching contributions equal to 100% of each employee's contribution up to 5% of the employee's annual base salary up to the applicable Code limit. Employee contributions are 100% vested, while CRH Americas contributions vest at a rate of 20% per year, becoming fully vested after five years. The CRH Americas 401(k) Plan also provides for a discretionary profit-sharing component where a percentage of base salary may be contributed by the Company to the 401(k) Plan. The 401(k) Plan is integral to the Company's broader compensation and benefits programs, aiming to attract, retain, and motivate employees by offering competitive retirement savings options. Ms. Buese, Mr. Lake and Mr. Creech also participate in a Supplemental Executive Retirement Plan, the details of which are provided on page 73.

Details in relation to the pension arrangements of Mr. Mintern, Mr. Buckley and Mr. Connolly are provided on page 72.

**Employment Agreements**

Each of our NEOs has entered into a written employment agreement with the Company. For a more complete description of the Company's obligations under the NEOs' employment agreements in the event of a termination of employment or change in control, see the section below titled "Payments Upon Termination or in Connection with a Change in Control" on pages 74 to 76.

**Employment Agreement with Mr. Mintern**

Mr. Mintern's employment agreement became effective on August 6, 2025 (as amended from time to time, the 'Mintern Employment Agreement'). It provides for compensation generally in the form of (1) annual base salary, including a taxable pension cash adjustment equal to 10% of annual base salary, (2) an annual target bonus opportunity of 150% of base salary, with a maximum bonus of 300% of base salary, (3) an annual equity incentive with a total target grant date fair value of 585% of his base salary, granted 60% in the form of PSUs and 40% in the form of RSUs, and (4) participation in CRH benefit plans and programs.

The Mintern Employment Agreement contained restrictive covenants which provided that Mr. Mintern would not compete with CRH, nor solicit its customers or employees for a period of 12 months (or nine months in the case of the non-compete) after the termination of employment, less the number of weeks Mr. Mintern was placed on garden leave pursuant to the Mintern Employment Agreement.

**Employment Agreement with Ms. Buese**

In connection with Ms. Buese's appointment as Chief Financial Officer, Ms. Buese entered into an employment agreement, dated April 11, 2025 and effective May 12, 2025, with the Company (the 'Buese Employment Agreement').

It provides for compensation generally in the form of (1) annual base salary, (2) an annual target bonus opportunity of 110% of base salary, with a maximum bonus of 220% of base salary, and (3) participation in CRH benefit plans.

Ms. Buese also entered into a protective covenants agreement which provides that, subject to applicable state law, Ms. Buese will not engage in relevant competitive activity for a period of nine months, nor solicit relevant customers or employees for a period of 12 months after the termination of employment, less the number of weeks Ms. Buese was placed on garden leave pursuant to the Buese Employment Agreement.

**Employment Agreement with Mr. Lake**

Mr. Lake's employment agreement became effective on January 1, 2021 (the 'Lake Employment Agreement'). It provides for compensation generally in the form of (1) annual base salary, (2) an annual target bonus opportunity of 100% of base salary, with a maximum bonus of 200% of base salary, and a requirement that 25% of any bonus earned while serving on the Global Leadership Team will be delivered in restricted shares (which have been in the form of deferred shares under the 2014 Deferred Share Bonus Plan ('2014 DSBP')) and (3) participation in CRH benefit plans and a car allowance.

The Lake Employment Agreement contains several restrictive covenants which provide that Mr. Lake will not engage in relevant competitive activity, nor solicit relevant customers, vendors or employees.

**Employment Agreement with Mr. Creech**

Mr. Creech's employment agreement became effective on January 1, 2021 (the 'Creech Employment Agreement'). It provides for compensation generally in the form of (1) annual base salary, (2) an annual target bonus opportunity of 87.5% of base salary, with a maximum bonus of 175% of base salary, and a requirement that 25% of any bonus earned while serving on the Global Leadership Team

will be delivered in restricted shares (which have been in the form of deferred shares under the 2014 DSBP) and (3) participation in CRH benefit plans and a car allowance.

The Creech Employment Agreement contains several restrictive covenants which provide that Mr. Creech will not engage in relevant competitive activity, nor solicit relevant customers, vendors, suppliers, or employees for a period of 12 months after the termination of employment, less the number of weeks Mr. Creech was placed on garden leave pursuant to the Creech Employment Agreement.

**Employment Agreement with Mr. Buckley**

Mr. Buckley entered into an employment agreement on February 20, 2024 (the 'Buckley Employment Agreement'). It provides for compensation generally in the form of (1) annual base salary, including an 8% holiday allowance, (2) an annual target bonus opportunity of 87.5% of his base salary, with a maximum bonus of 175% of base salary, with a requirement that 25% of the discretionary variable bonus will be delivered in deferred shares, (3) a reasonable housing and mobility allowance and (4) participation in CRH benefit plans and use of a Company car or other similar benefit in accordance with CRH's car policy, as well as a car allowance.

The Buckley Employment Agreement contains several restrictive covenants which provide that Mr. Buckley will not compete with CRH, nor solicit its customers or employees for a period of 12 months (or nine months in the case of the non-compete) after the termination of employment, less the number of weeks Mr. Buckley was placed on garden leave pursuant to the Buckley Employment Agreement.

**Employment Agreement with Mr. Connolly**

Mr. Connolly entered into an employment agreement on September 1, 2025 (the 'Connolly Employment Agreement'). It provides for compensation generally in the form of (1) annual base salary, (2) an annual target bonus opportunity of 60% of base salary, with a maximum bonus of 120% of base salary and (3) participation in CRH benefit plans and a company car.

The Connolly Employment Agreement contains several restrictive covenants which provide that Mr. Connolly will not compete with CRH, nor solicit its customers or employees for a period of nine months (or six months in the case of the non-compete) after the termination of employment, less the number of weeks Mr. Connolly was placed on garden leave pursuant to the Connolly Employment Agreement.

## Executive Compensation

### Executive Officer Compensation

The following tables show annual and long-term compensation, for services in all capacities to CRH, earned by the NEOs. These tables and the accompanying narratives should be read in conjunction with the CD&A, which provides a detailed overview of the methods used by CRH to compensate the NEOs.

### Summary Compensation Table

The table below summarizes the total compensation paid to or earned by each of the NEOs in 2025 and, in the case of Mr. Mintern, includes compensation earned for the 2023 and 2024 fiscal years, and, in the case of Messrs. Lake, Buckley and Creech, includes compensation earned for the 2024 fiscal year.

#### Summary Compensation

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)
Name & Principal Position	Year	Base Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Non-Qualified Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Jim Mintern Chief Executive Officer	2025	1,750,000	–	12,041,637	–	3,622,500	170,762	256,909	17,841,808
	2024	1,000,219	–	3,144,924	–	1,315,488	–	230,174	5,690,805
	2023	963,518	–	3,045,382	–	1,156,221	712,490	158,946	6,036,557
Nancy Buese Chief Financial Officer	2025	640,385	1,000,000	6,595,625	–	973,184	–	136,151	9,345,345
Randy Lake Chief Operating Officer	2025	1,578,000	–	5,556,252	–	2,722,050	75,840	340,019	10,272,161
	2024	1,521,520	–	4,186,800	–	2,251,241	77,344	327,699	8,364,604
Peter Buckley President, International Division	2025	1,042,455	–	2,997,735	–	1,582,447	–	270,428	5,893,065
	2024	876,244	–	1,768,223	–	1,134,429	35,122	250,538	4,064,556
Nathan Creech President, Americas Division	2025	1,213,000	–	7,644,780	–	1,841,334	30,168	263,297	10,992,579
	2024	1,170,000	–	3,466,780	–	1,514,741	28,611	256,474	6,436,606
Alan Connolly Former Interim Chief Financial Officer	2025	597,720	200,000	1,262,300	–	494,913	–	235,254	2,790,187

#### Notes:

- As an FPI in fiscal year 2023, the Company was required to provide executive compensation disclosure on an individual basis only for Mr. Mintern in accordance with the requirements of Form 20-F. The Company determined that it no longer qualified as an FPI effective January 1, 2025, and Mr. Buckley, Mr. Creech and Mr. Lake became NEOs for fiscal year 2024.
- The amounts in column (c) reflect the base salary payments made to the NEOs during the fiscal year. The salaries for Mr. Buckley and Mr. Connolly were set and paid in euro in each of the years listed above and have been converted to U.S. Dollars using the average Bloomberg composite rate for the applicable year, where relevant. The salary for Mr. Mintern was also set and paid in euro in 2023 and 2024 and converted to U.S. Dollars using the average Bloomberg composite rate for the applicable year. The currency conversion results in apparent fluctuations in base salary from one year to the next.
- In addition to the amounts earned under the 2025 Annual Incentive Plan, details of which are described on pages 59 to 60, the amounts in column (d) include the one-time cash bonus payments to Ms. Buese (\$1,000,000) in connection with her appointment as Chief Financial Officer in May 2025 and to Mr. Connolly (\$200,000) to reflect his service as Interim Chief Financial and to recognize the support for transition of the role to Ms. Buese and is subject to continued employment.
- The amounts in column (e) reflect the aggregate grant date fair value of awards made in the year reported, determined in accordance with FASB ASC Topic 718 (without any assumption for early forfeiture), of PSU and RSU awards, which are described in more detail on pages 60 to 61. The amounts also include one-time RSU grants with grant date fair values equal to (i) \$2,000,000 to Ms. Buese in connection with her appointment as Chief Financial Officer, (ii) \$3,000,000 to Mr. Creech, further details of which are included on page 61 and (iii) \$300,000 to Mr. Connolly following his service as Interim Chief Financial Officer. The amount in column (e) includes PSU awards based on an estimate of the expected value multiplied by the target number of shares comprising an award. Valuing the maximum number of PSU awards granted in 2025, the payout of which will be determined in February 2028 based on the Company's performance in 2025-2027, the amounts reported above for 2025 are as follows:

Jim Mintern:	\$13,904,010
Nancy Buese:	\$5,432,488
Randy Lake:	\$5,840,126
Peter Buckley:	\$3,191,821
Nathan Creech:	\$4,753,504
Alan Connolly:	\$1,184,355

Assumptions used in the calculation of these amounts are included in note 16 to the audited financial statements for the fiscal year ended December 31, 2025, included in CRH's 2025 Annual Report filed with the SEC on February 18, 2026.
- The amounts in column (g) for 2025 reflect the cash earned by the NEOs in 2025 and to be paid in 2026 under the annual bonus arrangements discussed in further detail on pages 59 to 60.
- The amounts in column (h) do not represent increased benefit accruals, but reflect changes in the actuarial valuations of legacy benefits accrued by the NEOs as participants in a contributory defined benefit plan. This disclosure aligns with SEC reporting requirements and reflects updates to assumptions and variations in the interest rates used to calculate the present values of these legacy benefits. As a result of past changes in Irish pension legislation, Mr. Mintern ceased accruing benefits under this plan in 2013, opting instead to receive a supplementary taxable non-pensionable cash supplement in lieu of pension benefits. Mr. Mintern's cash supplement is limited to 10% of salary. These cash supplements are captured in column (i) above. Nil has been reported in column (h) where results equaled a negative value.
- The amounts shown in column (i) for fiscal year 2025 reflect allowances, benefits and perquisites paid by the Company as follows:

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	<b>Jim Mintern (\$)</b>	<b>Nancy Buese (\$)</b>	<b>Randy Lake (\$)</b>	<b>Peter Buckley (\$)</b>	<b>Nathan Creech (\$)</b>	<b>Alan Connolly (\$)</b>
Car Expenses/Car Allowances	—	—	12,000	22,545	14,400	12,854
Health Allowances/Health Checks	3,607	—	—	12,960	—	5,467
Death & Disability Insurance Premiums	4,099	8,074	11,395	8,871	6,297	3,548
2025 Pension Allowance	175,000	—	—	—	—	211,888
401(k) Matching/Pension Contributions	—	—	17,500	—	17,500	—
Supplemental Executive Retirement Plan Contributions	—	128,077	298,100	—	225,100	—
Security Costs*	74,203	—	1,024	6,058	—	—
Mobility/Overseas Working Allowance (including Housing, Utilities, Resettlement and Other Allowances)	—	—	—	199,799	—	—
Tax Support/Tax Gross-Ups	—	—	—	20,193	—	780
Other Allowances (including Professional Subscriptions)	—	—	—	—	—	717

**Notes:**

\* The security costs reported reflect the third-party costs paid by CRH in connection with the provision of security at private residences. CRH considers these Company-incurred costs as reasonable and necessary business expenditures as a result of the individual's employment by CRH, but is reporting these amounts as compensation in accordance with applicable SEC rules.

**Grants of Plan-Based Awards**

The following table details the grants of plan-based awards in 2025 to our NEOs:

**Grants of plan-based awards in 2025**

(a) Name	(b) Grant Date	(c) Estimated Future Pay-outs Under Non-Equity Incentive Plan Award			(f) Estimated Future Pay-outs Under Equity Incentive Plan Awards			(i) All other Share Awards: Number of Shares or Share Units (#)	(j) Grant Date Fair value of Share and Option Awards (\$)
		(d) Threshold (\$)	(e) Target (\$)	(g) Maximum (\$)	(f) Threshold (#)	(g) Target (#)	(h) Maximum (#)		
Jim Mintern									
Annual Bonus - Cash	02/10/2025	—	2,625,000	5,250,000	—	—	—	—	—
Annual Bonus - Deferred Shares	03/03/2025	—	—	—	—	—	—	6,771	676,849
2025 Equity Incentive Plan - RSUs	05/13/2025	—	—	—	—	—	—	44,955	4,412,783
2025 Equity Incentive Plan - PSUs	05/13/2025	—	—	—	33,717	67,433	134,866	—	6,952,005
Nancy Buese									
Annual Bonus - Cash	05/12/2025	—	704,423	1,408,846	—	—	—	—	—
2025 Equity Incentive Plan - RSUs (Annual)	05/13/2025	—	—	—	—	—	—	17,565	1,724,180
2025 Equity Incentive Plan - RSUs (Appointment)	05/13/2025	—	—	—	—	—	—	21,956	2,155,201
2025 Equity Incentive Plan - PSUs	05/13/2025	—	—	—	13,174	26,347	52,694	—	2,716,244
Randy Lake									
Annual Bonus - Cash	02/10/2025	—	1,972,500	3,945,000	—	—	—	—	—
Annual Bonus - Deferred Shares	03/03/2025	—	—	—	—	—	—	7,830	782,732
2025 Equity Incentive Plan - RSUs	05/13/2025	—	—	—	—	—	—	18,882	1,853,457
2025 Equity Incentive Plan - PSUs	05/13/2025	—	—	—	14,162	28,324	56,648	—	2,920,063
Peter Buckley									
Annual Bonus - Cash	02/10/2025	—	1,146,701	2,293,401	—	—	—	—	—
Annual Bonus - Deferred Shares	03/03/2025	—	—	—	—	—	—	3,892	389,108
2025 Equity Incentive Plan - RSUs	05/13/2025	—	—	—	—	—	—	10,317	1,012,717
2025 Equity Incentive Plan - PSUs	05/13/2025	—	—	—	7,740	15,480	30,960	—	1,595,911
Nathan Creech									
Annual Bonus - Cash	02/10/2025	—	1,334,300	2,668,600	—	—	—	—	—
Annual Bonus - Deferred Shares	03/03/2025	—	—	—	—	—	—	5,268	526,605
2025 Equity Incentive Plan - RSUs (Annual)	05/13/2025	—	—	—	—	—	—	15,369	1,508,621
2025 Equity Incentive Plan - RSUs (Retention)	05/13/2025	—	—	—	—	—	—	32,934	3,232,801
2025 Equity Incentive Plan - PSUs	05/13/2025	—	—	—	11,527	23,054	46,108	—	2,376,752
Alan Connolly									
Annual Bonus - Cash	02/10/2025	—	358,632	717,263	—	—	—	—	—
2025 Equity Incentive Plan - RSUs (Annual)	05/13/2025	—	—	—	—	—	—	3,831	376,051
2025 Equity Incentive Plan - RSUs (Transition)	06/23/2025	—	—	—	—	—	—	3,270	294,071
2025 Equity Incentive Plan - PSUs	05/13/2025	—	—	—	2,872	5,744	11,488	—	592,178

**Notes:**

- For each NEO, the amounts shown in columns (c), (d) and (e) reflect the portion of the annual bonus that would have been paid in cash if, respectively, threshold, target and maximum performance was achieved for the year.
- The amounts shown in columns (f), (g) and (h) also reflect the threshold, target and maximum, respectively, levels of PSU awards payable if the performance measurements are satisfied in the period 2025-2027. These awards are discussed under the heading "2025 Awards" on pages 60 to 61.
- The amounts in column (i) reflect, where relevant, the portion of the 2024 annual bonus that was deferred into shares for each of Mr. Mintern, Mr. Lake, Mr. Buckley and Mr. Creech under the 2014 DSBP. The amounts also include: (i) each NEO's annual RSU award, details of which are described on pages 60 to 61; (ii) in the case of Ms. Buese, a one-time RSU award received in connection with her appointment as Chief Financial Officer, which will vest 50% in 2026 and 50% in 2027; (iii) in the case of Mr. Creech, a one-time RSU award relating to his support with the leadership transition and his efforts to drive continued performance and growth in the Americas, which will vest 100% in 2028; and (iv) in the case of Mr. Connolly, a one-time RSU award, which will vest 50% in 2026 and 50% in 2027 to recognize the support for transition of the role to Ms. Buese, in each case, subject to continued employment; and
- The amounts shown in column (j) reflect the grant date fair value of each equity award computed in accordance with FASB ASC Topic 718. For performance awards, the grant date fair value is based on price per share on the date of grant of \$103.10.

### Outstanding Equity Awards at 2025 Fiscal Year-End

The following table shows, for each of our NEOs, information with respect to the unexercised share options (columns (d), (e), (f) and (g)), share unit awards (columns (h) and (i)) that have not vested, and equity incentive plan awards (columns (j) and (k)) outstanding on December 31, 2025.

#### Outstanding Equity Awards at 2025 Fiscal Year-End

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)	(j)	(k)
Name	Grant Date	Vesting Year (1)	Option Awards				Stock Awards			
			Number of Securities Underlying Unexercised Options (Exercisable)	Number of Securities Underlying Unexercised Options (Unexercisable)	Option Price	Option Exp. Date	Number of Shares or Units that have not Vested (2)	Market Value of Shares or Units that have not Vested	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that have not Vested (3)	Equity Incentive Plan Awards: Market Value of Unearned Shares, Units or Other Rights that have not Vested (4)
Jim Mintern										
2022 PSP	05/03/2022	2027	—	—	—	—	—	—	61,785	7,710,745
2023 DSBP	03/07/2023	2026	—	—	—	—	14,372	1,793,626	—	—
2023 PSP	03/07/2023	2028	—	—	—	—	—	—	51,460	6,422,266
2024 DSBP	03/05/2024	2027	—	—	—	—	9,816	1,225,011	—	—
2024 PSP	03/05/2024	2029	—	—	—	—	—	—	30,676	3,828,305
2025 DSBP	03/03/2025	2028	—	—	—	—	6,813	850,286	—	—
2025 RSU	05/13/2025	2026	—	—	—	—	—	—	68,141	8,504,018
2025 RSU	05/13/2025	2027	—	—	—	—	15,142	1,889,768	—	—
2025 RSU	05/13/2025	2028	—	—	—	—	15,142	1,889,768	—	—
2025 PSU	05/13/2025	2028	—	—	—	—	15,142	1,889,768	—	—
Nancy Buese										
2025 PSU	05/13/2025	2028	—	—	—	—	—	—	26,624	3,322,637
2025 RSU	05/13/2025	2026	—	—	—	—	5,916	738,378	—	—
2025 RSU	05/13/2025	2027	—	—	—	—	5,916	738,378	—	—
2025 RSU	05/13/2025	2028	—	—	—	—	5,916	738,378	—	—
2025 RSU	05/13/2025	2026	—	—	—	—	11,093	1,384,443	—	—
2025 RSU	05/13/2025	2027	—	—	—	—	11,093	1,384,442	—	—
Randy Lake										
2022 RSS	04/07/2022	2027	—	—	—	—	65,758	8,206,598	—	—
2023 DSBP	03/07/2023	2026	—	—	—	—	17,064	2,129,525	—	—
2023 PSP	03/07/2023	2026	—	—	—	—	—	—	73,767	9,206,077
2024 DSBP	03/05/2024	2027	—	—	—	—	11,240	1,402,739	—	—
2024 PSP	03/05/2024	2027	—	—	—	—	—	—	42,713	5,330,535
2025 DSBP	03/03/2025	2028	—	—	—	—	7,879	983,301	—	—
2025 PSU	05/13/2025	2028	—	—	—	—	—	—	28,621	3,571,957
2025 RSU	05/13/2025	2026	—	—	—	—	6,360	793,740	—	—
2025 RSU	05/13/2025	2027	—	—	—	—	6,360	793,740	—	—
2025 RSU	05/13/2025	2028	—	—	—	—	6,360	793,740	—	—
Peter Buckley										
2023 PSP	03/07/2023	2026	—	—	—	—	—	—	24,187	3,018,494
2024 PSP	03/05/2024	2027	—	—	—	—	—	—	22,912	2,859,385
2025 DSBP	03/03/2025	2028	—	—	—	—	3,917	488,814	—	—
2025 PSU	05/13/2025	2028	—	—	—	—	—	—	15,643	1,952,193
2025 RSU	05/13/2025	2026	—	—	—	—	3,475	433,694	—	—
2025 RSU	05/13/2025	2027	—	—	—	—	3,475	433,694	—	—
2025 RSU	05/13/2025	2028	—	—	—	—	3,475	433,694	—	—

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**Nathan Creech**

2023 DSBP	03/07/2023	2026	—	—	—	—	9,863	1,230,901	—	—
2023 PSP	03/07/2023	2026	—	—	—	—	—	—	64,172	8,008,644
2024 DSBP	03/05/2024	2027	—	—	—	—	7,564	943,951	—	—
2024 PSP	03/05/2024	2027	—	—	—	—	—	—	37,158	4,637,296
2025 DSBP	03/03/2025	2028	—	—	—	—	5,301	661,544	—	—
2025 PSU	05/13/2025	2028	—	—	—	—	—	—	23,296	2,907,354
2025 RSU	05/13/2025	2026	—	—	—	—	5,177	646,065	—	—
2025 RSU	05/13/2025	2027	—	—	—	—	5,177	646,065	—	—
2025 RSU	05/13/2025	2028	—	—	—	—	5,177	646,065	—	—
2025 RSU	05/13/2025	2028	—	—	—	—	33,280	4,153,328	—	—

**Alan Connolly**

2023 PSP	03/07/2023	2026	—	—	—	—	—	—	18,752	2,340,243
2024 PSP	03/05/2024	2027	—	—	—	—	—	—	10,990	1,371,495
2025 PSU	05/13/2025	2028	—	—	—	—	—	—	5,804	724,379
2025 RSU	05/13/2025	2026	—	—	—	—	1,290	161,043	—	—
2025 RSU	05/13/2025	2027	—	—	—	—	1,290	161,043	—	—
2025 RSU	05/13/2025	2028	—	—	—	—	1,290	161,043	—	—
2025 RSU	06/23/2025	2026	—	—	—	—	1,645	205,334	—	—
2025 RSU	06/23/2025	2027	—	—	—	—	1,645	205,334	—	—

**Notes:**

1. The vesting date for PSP and PSUs generally occurs in March of the relevant year and is subject to confirmation by the Committee. RSUs typically vest on the anniversary of the date of grant.
2. The amounts shown in columns (h) reflect (i) the number of outstanding awards under the Company's 2014 DSBP, including adjustments for dividends accrued in the period since the date of grant; and (ii) the number of outstanding RSU awards, including adjustments for dividends accrued in the period since the date of grant, granted to each NEO.
3. The amounts shown in column (j) reflect the number of outstanding PSP and PSU awards (assuming maximum vesting), including adjustments for dividends accrued since the date of grant.
4. The market value of these has been estimated using a share price of \$124.80, the closing share price of the Company's Ordinary Shares on the NYSE on December 31, 2025.

**Option Exercises and Shares Vested**

The table below shows on an aggregated basis for each of the NEO information on (i) the exercise of options for the purchase of CRH shares; and (ii) the vesting of shares, including deferred shares and PSP awards, during the last completed fiscal year.

**Option Exercises and Shares Vested**

(a)	(b)		(c)		(d)		(e)	
	Option Awards		Share Awards		Option Awards		Share Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting	Value Realized on Vesting (\$)	Number of Shares Acquired on Exercise	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting	Value Realized on Vesting (\$)
Jim Mintern, Chief Executive Officer	—	—	8,554	855,143	—	—	—	—
Nancy Buese, Chief Financial Officer	—	—	—	—	—	—	—	—
Randy Lake, Chief Operating Officer	—	—	134,937	13,696,796	—	—	—	—
Peter Buckley, President, International Division	—	—	27,278	2,791,358	—	—	—	—
Nathan Creech, President, Americas Division	—	—	60,563	6,179,934	—	—	—	—
Alan Connolly, Former Interim Chief Financial Officer	—	—	22,298	2,281,754	—	—	—	—

**Notes:**

1. The amounts shown in column (d) represents the number of shares vested under CRH's 2014 DSBP and 2014 Performance Share Plan.
2. The amounts shown in column (e) have been calculated by multiplying the number of units vested by the closing price of CRH shares on the date of vesting.

## Pension Benefits

The following table provides information regarding pension benefits for our NEOs for fiscal year 2025.

### Pension Benefits

	(a)	(b)	(c)	(d)	(e)
Name		Plan Name	Number of years credited service	Present value of accumulated benefit (\$)	Payments during last fiscal year (\$)
Jim Mintern, Chief Executive Officer (1)		Roadstone Group Pension Scheme	19.98	2,835,454	—
		SE Pension Scheme	1.70	1,304,900	—
Peter Buckley, President, International Division (2)		Roadstone Group Pension Scheme	7.25	113,860	—
		Pension Plan 1	7.00	178,229	—
Alan Connolly, Former Interim Chief Financial Officer		Roadstone Group Pension Scheme	19.15	1,756,592	—
		SE Pension Scheme	2.78	919,548	—

#### Notes:

- The Irish Finance Act 2006 established a cap on pension provisions by introducing penalty tax charges on pension entitlements above a certain level. The cap in the Finance Act 2006 was subsequently reduced in the Finance Act 2011 and again in the Finance (No. 2) Act 2013. At the time, Mr. Mintern was accruing benefits as a participant in a contributory defined benefit plan, based on an accrual rate of 1/60th of Pensionable Salary (defined as basic salary less 0.75 times the Contributory State Pension) for each year of pensionable service and designed to provide two-thirds of career average salary at retirement for full service. As a result of the legislative changes, Mr. Mintern opted for an arrangement whereby his pension is capped in line with the provisions of the Finance Act (No. 2) Act 2013, with no further accrual of member pension being made after this date.
- The pension plan of Stichting CRH Pensioenfond is structured as a Collective Defined Contribution (CDC) scheme, which combines elements of both defined benefit (average pay) and defined contribution pensions. Mr. Buckley is the only NEO who participates in this plan. As a CDC scheme, the pension plan operates with a fixed employer and employee contribution, while pension accrual is ambition-based. The accrual rate in 2025 is 1.875% of salary above €18,475 (2025), but it may annually be adjusted depending on the expected yield on the premium. Participants do not bear individual investment risk. Instead, investment and longevity risks are shared collectively within the fund. If the fund's financial position allows, pensions may be increased through indexation. In cases of financial shortfall, pension accruals may be reduced, and, in extreme cases, even existing pensions could be adjusted downward. In addition, the pension plan consists of the following components:
  - Retirement pension: Accrued based on a percentage of the pensionable salary.
  - Partner pension: 70% of the accrued retirement pension.
  - Orphan's pension: 14% of the accrued retirement pension.
  - Premium waiver in case of disability: Pension accrual continues based on the degree of disability.

The pension is set to commence on the first day of the month in which the participant reaches the age of 68, unless taken earlier (subject to reduction) or deferred (up to a maximum of 70 years). The plan allows for early retirement from the age of 60, with an actuarial reduction applied, and provides the option to convert retirement pension into additional partner pension and vice versa. The maximum applicable salary amounts to €137,800. All assets and liabilities of Stichting CRH Pensioenfond are maintained by Het Nederlandse Pensioenfond (HNPF) in an account separate from other assets and liabilities of HNPF.
- The amount shown in column (d) reflects the total value of the relevant NEOs pension arrangements as of December 31, 2025 and, as the pension benefit arrangements for each of the NEOs listed are set in euro, have been converted into U.S. Dollars using the average Bloomberg composite exchange rate for 2025. The amount in column (d) reflects the valuation method and use the assumptions that are included in note 20 to the Company's audited financial statements for the fiscal year ended December 31, 2025, included in the 2025 Annual Report.

**2025 Nonqualified Deferred Compensation**

Ms. Buese, Mr. Lake and Mr. Creech participate in the CRH Americas, Inc. Supplemental Executive Retirement Plan (the ‘SERP’) on the same terms as other participants in the SERP. The SERP, which is an unfunded, nonqualified deferred compensation plan, provides supplemental savings benefits to selected officers and key employees of CRH Americas which are not otherwise payable or cannot otherwise be provided under formulas provided by CRH Americas’ tax-qualified plans due to limitations imposed by the Code. The SERP supplements the savings and retirement contributions that CRH Americas makes under CRH’s U.S. tax-qualified 401(k) Plan to provide a combined benefit totaling up to 20% of a participant’s base salary.

For participants employed on the last day of the calendar year, CRH Americas credits the participant’s account with an amount that, together with any matching or profit-sharing contribution under the 401(k) Plan, does not exceed 20% of the participant’s base salary. Annually, participant’s accounts are credited with interest using a notional interest rate as outlined in the plan document.

Participants are vested in their account balances after completing five years of service. Participants may elect a lump sum distribution or annual installment payments of up to five years, provided that a participant who separates from service before reaching retirement age (which, for purposes of the SERP is 55) will receive a lump sum distribution. The following table provides information regarding the nonqualified deferred compensation plan benefits for Ms. Buese, Mr. Lake and Mr. Creech for fiscal year 2025.

**2025 Nonqualified Deferred Compensation**

(a)	(b)	(c)	(d)	(e)	(f)
Name	Executive Contributions in Last FY (\$)	Company Contributions in Last FY (\$)	Aggregate Earnings in the Last FY (\$)	Aggregate Withdrawals/ Distributions in the Last FY (\$)	Aggregate Balance at Last FY End (\$)
Nancy Buese, Chief Financial Officer	—	128,077	—	—	128,077
Randy Lake, Chief Operating Officer	—	298,100	232,527	—	4,107,967
Nathan Creech, President, Americas Division	—	225,100	92,496	—	1,740,619

**Notes:**

1. The amounts shown in column (c) reflect the amount contributed by the Company in 2025. These amounts are also included in the “All Other Compensation” column in the “Summary Compensation Table” on page 67.
2. The amounts shown in column (d) reflect the amount accrued in 2025 from interests or other earnings. The above market interest rate earnings are also included in the “Change in Pension Value and Non-qualified Compensation Earnings” column in the “Summary Compensation Table” on page 67 as follows: Nancy Buese: \$nil; Randy Lake: \$75,840; Nathan Creech: \$30,168.

## Payments Upon Termination or in Connection with a Change in Control

This section describes and estimates payments that could be made to the NEOs under different termination events. The estimated payments would be made under the terms of the relevant employment contracts, incentive compensation and benefits programs. The amounts in the table below are calculated as if the events occurred as of December 31, 2025 and assumes that the price of CRH's shares is the closing price as of December 31, 2025 (\$124.80).

### Severance Benefits Under Employment Agreements

The following section describes the severance benefits under each of our NEOs' employment agreements. Messrs. Connolly and Buckley do not have contractual severance protections under their respective employment agreements.

#### Mr. Mintern

Pursuant to the Mintern Employment Agreement, Mr. Mintern is entitled to resign within 24 months of a "Change in Control" (as defined therein) if the Change in Control has resulted, or will result, in (i) a material diminution of his position, authority, duties or responsibilities in relation to the Company, in each case, from those in effect immediately before the Change in Control, (ii) a reduction in his then prevailing base salary, target annual bonus or annual target long-term incentive opportunity, in each case, from those in effect immediately before the Change in Control or (iii) a requirement to relocate his primary workplace more than 50 miles from his principal place of employment immediately prior to the Change in Control; provided that no such entitlement will arise unless Mr. Mintern notifies the Company in writing within 60 days of the initial occurrence of such event and the Company fails to cure such event within 30 days of such notification. Upon such resignation, he is entitled to (x) three times his base salary, (y) three times his target bonus and (z) pro-rated bonus for the year of termination, subject to his execution and non-revocation of a release of all claims.

#### Ms. Buese

Pursuant to the Buese Employment Agreement, upon a termination of employment without "cause" or resignation for "good reason" (each as defined in the Buese Employment Agreement) outside the two-year period following a Change in Control (as defined in the 2025 Equity Incentive Plan) (such two-year period, the 'Change in Control Period'), Ms. Buese is entitled to the following severance payments and benefits subject to her execution and non-revocation of a release of claims against the Company and continued compliance with restrictive covenants:

- one times the sum of the effective base salary and target bonus;
- a pro-rated bonus for the year of termination based on the number of weeks of employment during that year; and
- the cost of Ms. Buese's COBRA premiums for 12 months, grossed-up for taxes.

Upon a termination of employment without "cause" or resignation for "good reason" during the Change in Control Period, Ms. Buese is entitled to the following severance payments and benefits subject to her execution and non-revocation of a release of claims and continued compliance with restrictive covenants:

- two times the sum of the effective base salary and target bonus;
- a pro-rated bonus for the year of termination based on the number of weeks of employment during that year; and
- the cost of Ms. Buese's COBRA premiums for 18 months, grossed-up for taxes.

#### Messrs. Lake and Creech

Pursuant to the Lake Employment Agreement and the Creech Employment Agreement, in connection with a termination without "cause," each of Messrs. Lake and Creech is entitled to the following severance payments and benefits subject to the execution and non-revocation of a release of claims against the Company and continued compliance with restrictive covenants:

- 52 weeks of the effective base salary, less the number of weeks Mr. Lake or Mr. Creech was placed on garden leave (if any);
- a pro-rated target bonus based on the number of weeks of severance paid;
- a pro-rated target bonus for the year of termination based on the number of weeks of employment during that year; and
- the cost of COBRA premiums for the same number of weeks as cash severance provided, grossed-up for taxes.

All of the cash payments described above for a termination without "cause" and quantified in the table below will also be paid to Messrs. Lake and Creech upon resignation, subject to the execution and non-revocation of a release of claims and continued compliance with restrictive covenants.

In addition, Messrs. Mintern, Lake, Creech and Connolly and Ms. Buese's employment agreements provide for notice periods ranging from six to 12 months, of which the Company may at its sole discretion choose to provide payment in lieu.

### Death and Disability Benefits Under Insurance Policies and Employment Agreements

Messrs. Mintern and Connolly are both entitled to death and disability payments pursuant to the terms of their employment agreements. In the event of death, each of Messrs. Mintern and Connolly is entitled to payment of three times his then current base salary (for a termination on December 31, 2025, these payments would total \$5,250,000 and \$1,793,159, respectively). In the event of disability, each of Messrs. Mintern and Connolly is entitled to receive 2/3 of his then current base salary less the state disability pension, in each case, subject to the terms of the applicable insurance policy (for a termination on December 31, 2025, these payments would total \$1,166,667 and \$398,480, respectively).

Ms. Buese and Messrs. Lake and Creech are entitled to death and disability payments under the Company's applicable insurance policies. In the event of death, each of Ms. Buese and Messrs. Lake and Creech is eligible for a target coverage of \$5,000,000, provided through a combination of the Company's group term life insurance plans and individual policies paid by the Company. In the event of a termination due to disability, under the applicable executive disability insurance programs, Ms. Buese is entitled to monthly disability payments until age 65 (for a termination on December 31, 2025, these payments would total \$3,573,500) and each of Messrs. Lake and Creech is entitled to monthly disability payments until age 65 plus additional monthly disability payments for the lesser of 60 months or until age 67 (for a termination on December 31, 2025, these payments would total \$4,639,350 and \$8,637,400, respectively).

Mr. Buckley is entitled to death and disability payments under the Company's insurance policy maintained for Dutch employees. In the event of a termination due to death or disability, Mr. Buckley is entitled to payments equal to two times his then current base salary (for a termination on December 31, 2025, this payment would be \$2,084,910).

### **Treatment of Equity Awards Under Equity Plans**

The treatment of outstanding equity awards is covered by the relevant equity plan and the applicable award agreements as described below.

#### **2025 Equity Incentive Plan**

The following description sets forth the treatment of equity awards granted under the 2025 Equity Incentive Plan in the event of a termination of the NEO's employment. As of December 31, 2025, all the NEOs have RSUs and PSUs outstanding under the 2025 Equity Incentive Plan.

##### *RSUs:*

- Upon a termination of employment by the Company without "cause" or by the NEO for "good reason" (each as defined in the 2025 Equity Incentive Plan), other than during the Change in Control Period, a pro-rata portion of the RSU that would have vested on the next vesting date will remain outstanding and eligible to vest as if the NEO had remained continuously employed through such vesting date.
- Upon a Change in Control, if the RSUs are not assumed, continued or substituted in connection with such Change in Control, they will become immediately vested prior to the Change in Control.
- Upon a Change in Control, if the RSUs are assumed, continued or substituted in connection with such Change in Control in accordance with the 2025 Equity Incentive Plan, they will remain outstanding and will accelerate and vest in full upon a termination Company without "cause" or by the NEO for "good reason" during the Change in Control Period.
- Upon a termination of employment due to death or disability, all unvested RSUs will accelerate and vest in full.
- Upon a termination of employment due to retirement (a voluntary termination by the NEO after the NEO (x) has reached age 60 and (y) has provided five years of service to the Company), the RSUs will remain outstanding and continue to vest as if the NEO had remained continuously employed through each vesting date.

##### *PSUs:*

- Upon a termination of employment by the Company without "cause" or by the NEO for "good reason," other than during the Change in Control Period, a pro-rata portion of the PSUs will remain outstanding and eligible to vest based on the actual performance level.
- Upon a Change in Control, if the PSUs are not assumed, continued or substituted in connection with such Change in Control, the PSUs will vest immediately prior to such Change in Control at the greater of the target and the actual level of performance as of the date of such Change in Control.
- Upon a Change in Control, if the PSUs are assumed, continued or substituted in connection with such Change in Control in accordance with the 2025 Equity Incentive Plan, they will remain outstanding and will accelerate and vest in full at the greater of the target and the actual level of performance upon a termination of employment by the Company without "cause" or by the NEO for "good reason" during the Change in Control Period.
- Upon a termination of employment due to death or disability, the PSUs accelerate and vest in full at the target level of performance (or such greater level as determined by the Committee in its sole discretion).
- Upon a termination of employment due to retirement, a pro-rata portion of the PSUs will remain eligible to vest based on the actual performance level, as if the NEO had remained continuously employed through the vesting date.

#### **2014 Performance Share Plan**

The 2014 Performance Share Plan provides for termination protections in certain circumstances as described below. As of December 31, 2025, all of the NEOs except Ms. Buese held awards of performance shares under the 2014 Performance Share Plan.

- Upon a termination of employment due to (i) ill health, injury or disability or (ii) the employing company ceasing to be a member of the Company group, awards under the 2014 Performance Share Plan will vest pro rata based on actual performance.

#### **2013 Restricted Share Plan**

The 2013 Restricted Share Plan provides for termination protections in certain circumstances as described below. As of December 31, 2025, only Mr. Lake held awards under the 2013 Restricted Share Plan.

- Upon a termination of employment due to (i) ill health, injury or disability or (ii) the employing company ceasing to be a member of the Company group, Mr. Lake's RSU awards granted under the 2013 Restricted Share Plan will vest pro-rata.

### Payments Upon Termination or in Connection with a Change of Control

The following table shows the potential incremental value of payments to each NEO upon certain termination situations, including in the event of a change in control of CRH, assuming a December 31, 2025 termination date and, where applicable, using the closing price on December 31, 2025 (\$124.80).

#### Maximum Value of Payments

(a)	(b)	(c)	(d)	(e)	(f)	(g)
Name	Benefit or Payment	Resignation With Good Reason or Involuntary Termination Without Cause Absent a Change in Control (\$)	Resignation With Good Reason or Involuntary Termination Without Cause in Connection with a Change In Control (\$)	Disability (\$)	Death (\$)	Retirement (\$)
(1) Jim Mintern	Cash Payments	—	16,747,500	—	—	—
(2)	Unvested PSUs	2,834,673	16,630,826	16,630,826	8,504,018	2,834,673
(3)	Unvested RSUs	1,206,345	5,669,303	5,669,303	5,669,303	5,669,303
(4)	Health & Welfare Benefits	—	—	—	—	—
(1) Nancy Buese	Cash Payments	2,317,992	3,662,800	—	—	—
(2)	Unvested PSUs	1,107,546	3,322,637	3,322,637	3,322,637	1,107,546
(3)	Unvested RSUs	1,355,116	4,984,018	4,984,018	4,984,018	4,984,018
(4)	Health & Welfare Benefits	49,450	74,175	—	—	—
(1) Randy Lake	Cash Payments	5,523,000	5,523,000	—	—	—
(2)	Unvested PSUs	1,190,652	15,350,658	15,350,658	3,571,957	1,190,652
(3)	Unvested RSUs	506,689	8,519,307	8,519,307	2,381,221	2,381,221
(4)	Health & Welfare Benefits	50,322	50,322	—	—	—
(1) Peter Buckley	Cash Payments	—	—	—	—	—
(2)	Unvested PSUs	650,731	6,462,890	6,462,890	1,952,193	650,731
(3)	Unvested RSUs	276,852	1,301,083	1,301,083	1,301,083	1,301,083
(4)	Health & Welfare Benefits	—	—	—	—	—
(1) Nathan Creech	Cash Payments	3,881,600	3,881,600	—	—	—
(2)	Unvested PSUs	969,118	13,154,061	13,154,061	2,907,354	969,118
(3)	Unvested RSUs	1,296,187	6,091,522	6,091,522	6,091,522	6,091,522
(4)	Health & Welfare Benefits	45,915	45,915	—	—	—
(1) Alan Connolly	Cash Payments	—	—	—	—	—
(2)	Unvested PSUs	241,460	3,728,193	3,728,193	724,379	241,460
(3)	Unvested RSUs	210,814	893,798	893,798	893,798	893,798
(4)	Health & Welfare Benefits	—	—	—	—	—

#### Notes:

- For Mr. Mintern, the amounts in column (d) reflect a termination of employment in the event he resigns within 24 months of a Change in Control if such Change in Control has resulted or will result in certain diminution of position, authority, duties or responsibilities, reduction in certain compensation elements or a requirement to relocate more than 50 miles from his principal place of employment, in each case, as further described above.
- As of December 31, 2025, Mr. Buckley is retirement eligible under the 2025 Equity Incentive Plan.
- The amounts in row (4) reflect payments of COBRA premiums for medical, dental, and vision coverage.

### Non-management Director Compensation

Details of the compensation paid to non-management Directors in 2025 are set out on page 23.

### Compensation Committee Interlocks and Insider Participation

The members of the Committee during fiscal year 2025 were Lamar McKay, Richie Boucher, Caroline Dowling, Richard Fearon, Johan Karlström, Shaun Kelly, Gillian L. Platt, Mary K. Rhinehart and Siobhan Talbot, all of whom were determined by the Board to be independent. No member of the Compensation Committee has been an executive officer or employee of the Company, and, other than described on page 83 with respect to Ms. Talbot and her immediate family member's employment with a wholly owned subsidiary, no member of the Compensation Committee had any relationships during fiscal year 2025 requiring disclosure by the Company under applicable SEC rules requiring disclosure of certain relationships and related party transactions. No member of the Compensation Committee or the Board served during fiscal year 2025 as an executive officer of another entity at which one of the Company's executive officers served as a director or member of such entity's compensation committee (or other committee serving an equivalent function).

# CEO Pay Ratio

For fiscal year 2025, the ratio of our Chief Executive Officer's Annual Total Compensation to the median employee's Annual Total Compensation was 303:1.

To identify our median employee, we used the following methodology, material assumptions, adjustments and estimates:

- SEC rules permit us to use the same median employee for up to three years unless there has been a change in our employee population or employee compensation arrangements that we reasonably believe would result in a significant change in our pay ratio disclosure. In the event of such a change, SEC rules permit us to use another employee whose compensation is substantially similar to the original median employee based on the compensation measure used to select the original median employee. For purposes of calculating annual total compensation under SEC rules, the Company identified a median employee as of October 1, 2024 (the 'Determination Date').
- As of the Determination Date, we employed approximately 79,791 employees worldwide, including those employed on a full-time, part-time, seasonal or temporary basis, which includes 45,665 associates in the United States, 4,082 associates in Canada and 30,044 associates who reside outside of the United States and Canada in 35 countries. In calculating the pay ratio, we excluded, under the de minimis exception to the pay ratio rule, employees in 21 countries as follows: Ukraine (903), Hungary (838), Spain (500), Mexico (377), Sweden (315), Serbia (292), Malaysia (88), Estonia (49), Croatia (49), China (48), Other Corporate Entities (39), India (27), Isle of Man (273), Austria (20), Singapore (20), Luxembourg (15), Italy (14), United Arab Emirates (7), Czech Republic (7), Norway (6), New Zealand (4), representing 4.6% of our total global workforce as of the Determination Date.
- The median employee identified as of the Determination Date had a variation in their circumstances. Accordingly, the Company revisited the data from the Determination Date and selected a substitute median employee as of Determination Date whose compensation was next closest to the original median employee's compensation value and calculated total compensation for such employee using the same methodology. We identified our median employee as of the Determination Date by comparing a consistently applied compensation measure consisting of salary, wages and incentive fees, as reflected in our payroll records and as reported to the local tax authorities (the 'Estimated Compensation') for all employees, excluding our Chief Executive Officer, who were employed by us on the Determination Date. No cost-of-living adjustments were made. No eligible employees were removed due to tenure. To ensure accuracy and stability, we expanded the range by selecting 13 employees above and 13 employees below the initially calculated median employee. From this population, we identified the employee closest to the median who has not had a job change (promotion/demotion) within the full fiscal year and has not experienced a significant year-over-year compensation variability due to variable compensation elements. For this determination, the actual median employee was identified to fit these criteria.
- For non-U.S. employees, we converted their Estimated Compensation to U.S. Dollars from the applicable local currency using the October 1, 2024 exchange rate.
- After identifying the median employee based on Estimated Compensation, we calculated Annual Total Compensation (as defined below) for that employee using the same methodology we used for our NEOs as set forth in the 2025 Summary Compensation Table on page 67.
- The Annual Total Compensation of our Chief Executive Officer was \$17,841,808 and the Annual Total Compensation of our median employee, other than our Chief Executive Officer, was \$58,919.

The SEC's rules for identifying the median compensated associate and calculating the pay ratio based on that associate's Annual Total Compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their associate populations and compensation practices. As a result, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies have different associate populations and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

The above information about the ratio of the annual total compensation, calculated in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K ('Annual Total Compensation') of our median associate and the Annual Total Compensation of our Chief Executive Officer has been provided as required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of Regulation S-K.

## Pay Versus Performance

The following table sets forth certain information with respect to the Company's financial performance and the compensation paid to our NEOs for the fiscal years ended on December 31, 2025, December 31, 2024 and December 31, 2023.

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Value of Initial Fixed \$100 Investment <sup>(7)</sup> Based On:								
Fiscal Year	Summary Compensation Table Total for PEO (\$) <sup>(1)</sup>	Compensation Actually Paid to PEO (\$) <sup>(2)(3)</sup>	Average Summary Compensation Table Total for Non-PEO NEOs (\$) <sup>(4)</sup>	Average Compensation Actually Paid to Non-PEO NEOs (\$) <sup>(2)(4)(5)</sup>	CRH Total Shareholder Return (\$)	Peer Group Total Shareholder Return (\$) <sup>(6)</sup>	Net Income (\$ in millions)	Adjusted EBITDA* (\$ in millions) <sup>(7)</sup>
2025	17,841,808	29,683,003	7,858,667	13,043,472	262.13	109.10	3,780	7,681
2024	13,582,146	39,593,471	6,157,742	12,319,603	191.52	98.70	3,521	6,930
2023	13,760,706	46,251,328	6,036,557	10,816,925	140.89	98.74	3,072	6,176
2022	11,475,917	(3,236,277)	4,419,756	2,084,718	77.57	87.73	3,889	5,388

### Notes:

- \* Represents a non-GAAP financial measure. See the discussion within 'Reconciliation of Non-GAAP Figures' in Annex A for a definition and reconciliation to the most directly comparable GAAP measure.
- (1) The principal executive officer ("PEO") for fiscal year 2025 was Mr. Mintern. The PEO for fiscal years 2022 to 2024 was Mr. Manifold. Mr. Manifold retired from his role as the PEO with effect from December 31, 2024. As an FPI in fiscal year 2023, the Company was required to provide executive compensation disclosure on an individual basis only for Mr. Manifold and Mr. Mintern in accordance with the requirements of Form 20-F. In fiscal year 2024, the Company determined that it no longer qualified as an FPI effective January 1, 2025, and Mr. Buckley, Mr. Creech and Mr. Lake became NEOs in fiscal year 2024. Accordingly, for fiscal year 2023, only the compensation details of Mr. Mintern are included in the Non-PEO NEO details above.
- (2) In calculating the compensation actually paid amounts reflected in these columns, the fair value or change in fair value, as applicable, of the equity award adjustments included in such calculations was computed in accordance with FASB ASC Topic 718. This valuation assumption used to calculate such fair values did not materially differ from those disclosed at the time of grant.
- (3) To calculate the Compensation Actually Paid (CAP) for the PEO, the following adjustments were made to the Summary Compensation Table (SCT) total compensation, calculated in accordance with the SEC methodology for determining CAP for each year shown:

Adjustments to SCT											
Fiscal Year	SCT Total for PEO (\$)	Less: Grant Date Fair Value of Awards Reported in FY SCT (\$)	Less/Plus: Change in Pension Value (\$)	Plus: Pension Service Cost and Prior Service Cost (\$)	Plus: Year-End Fair Value of Awards granted in FY that are outstanding and unvested as of end of FY (\$)	Plus: Vesting Date Fair Value of Awards that are granted and vested in the same FY (\$)	Plus: Change in Fair Value of Prior Year Awards outstanding and unvested as of end of FY (\$)	Plus/Less: Change in Fair Value of Prior Year Awards that vested in FY (\$)	Less: Prior Year Awards that fail to meet vesting conditions during FY (\$)	Plus: Dividends or other earnings paid on all awards in FY prior to vesting date (\$)	CAP for PEO (\$)
2025	17,841,808	(12,041,637)	(170,762)	62,000	18,585,927	—	4,599,854	58,386	—	747,427	29,683,003
2024	13,582,146	(8,307,724)	(50,929)	—	8,060,676	—	19,527,637	2,699,758	—	4,081,907	39,593,471
2023	13,760,706	(8,086,438)	(857,367)	—	9,553,746	—	26,063,718	2,328,964	—	3,487,998	46,251,328
2022	11,475,917	(6,658,789)	—	86,153	3,553,806	—	(9,963,460)	(2,050,846)	—	320,943	(3,236,277)

### Notes:

- (4) The non-PEO NEOs represent the following individuals for each of the years shown:
- 2025: Nancy Buese (Current Chief Financial Officer), Randy Lake (Chief Operating Officer), Peter Buckley (President, International Division), Nathan Creech (President, Americas Division), and Alan Connolly (Former Interim Chief Financial Officer).
  - 2024: Jim Mintern (Current Chief Executive Officer and Former Chief Financial Officer), Randy Lake (Chief Operating Officer), Peter Buckley (President, International Division) and Nathan Creech (President, Americas Division).
  - 2022 and 2023: Jim Mintern (Current Chief Executive Officer and Former Chief Financial Officer).
- (5) To calculate the CAP for the non-PEO NEOs, the following adjustments were made to SCT total compensation, calculated in accordance with the SEC methodology for determining CAP for each year shown:

Adjustments to SCT											
Fiscal Year	SCT Total for Non-PEO NEOs (\$)	Less: Grant Date Fair Value of Awards Reported in FY SCT (\$)	Less/Plus: Change in Pension Value (\$)	Plus: Pension Service Cost and Associated Prior Service Cost (\$)	Plus: Year-End Fair Value of Awards granted in FY that are outstanding and unvested as of end of FY (\$)	Plus: Vesting Date Fair Value of Awards that are granted and vested in the same FY (\$)	Plus/Less: Change in Fair Value of Prior Year Awards outstanding and unvested as of end of FY (\$)	Plus/Less: Change in Fair Value of Prior Year Awards that vested in FY (\$)	Less: Prior Year Awards that fail to meet vesting conditions during FY (\$)	Plus: Dividends or other earnings paid on all awards in FY prior to vesting date (\$)	CAP for Non-PEO NEOs (\$)
2025	7,858,667	(4,811,338)	—	11,876	7,082,193	—	2,169,468	435,976	—	296,630	13,043,472
2024	6,157,742	(3,141,682)	(8,781)	21,776	3,034,406	—	4,780,449	792,058	—	683,635	12,319,603
2023	6,036,557	(3,045,382)	(712,490)	47,571	3,623,851	—	4,000,348	391,772	—	474,698	10,816,925
2022	4,419,756	(2,352,655)	—	60,937	1,243,102	—	(974,832)	(446,574)	—	134,984	2,084,718

Notes:

- (6) The selected peer group is the S&P 500 Materials Section. The comparison of TSRs assumes that \$100 was invested on December 31, 2021 in Ordinary Shares and the S&P 500 Index and that dividends were reinvested when and as paid.
- (7) Our company-selected measure, which is the measure we believe represents the most important financial performance not otherwise presented in the table above that we use to link CAP to our NEOs for fiscal year 2025 to our Company's performance, is Adjusted EBITDA\*. Adjusted EBITDA\* is a key driver of CRH's financial performance and is widely used by investors, shareholders and other stakeholders in their assessment of CRH's performance. It also drives all long-term financial metrics (Cash Flow and RONA) and all short-term financial metrics (Cash Flow, EPS and RONA).
- \* Represents a non-GAAP financial measure. See the discussion within 'Reconciliation of Non-GAAP Figures' in Annex A for a definition and reconciliation to the most directly comparable GAAP measure.

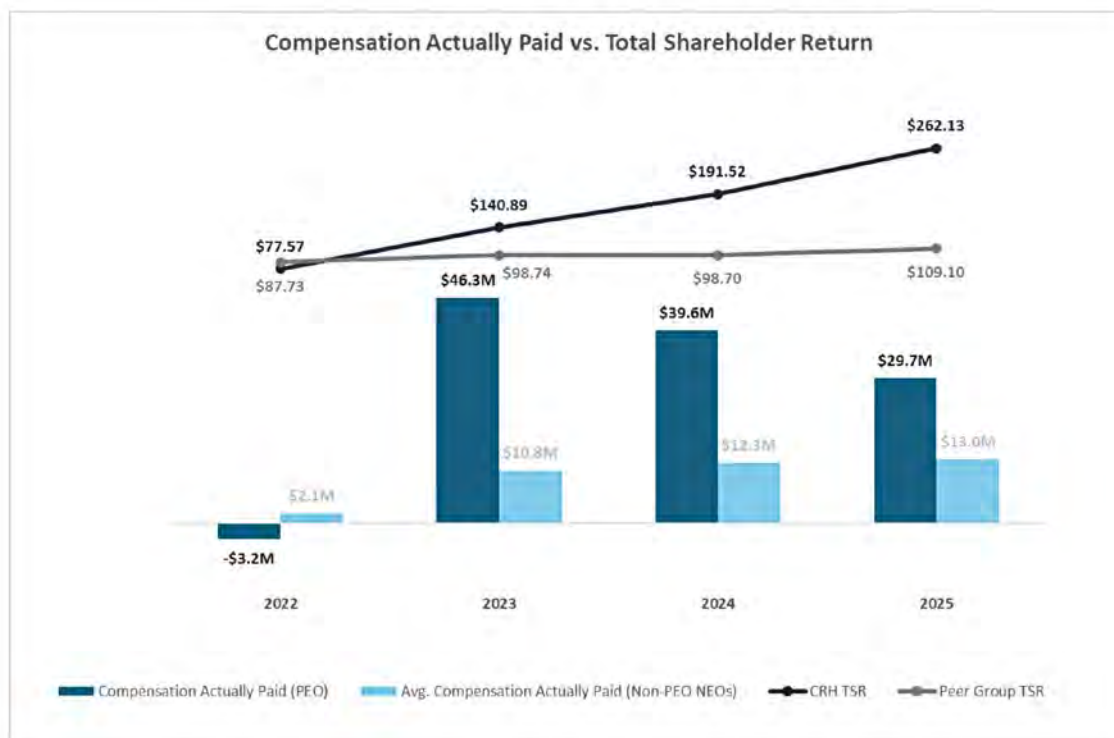
The items listed below represents an unranked list of the performance measures we consider most important in linking compensation actually paid to our NEOs to Company performance for the fiscal year ended December 31, 2025:

Most Important Performance Measures for PEO and Non-PEO NEOs <sup>(8)</sup>
Adjusted EBITDA*
Cash Flow
RONA

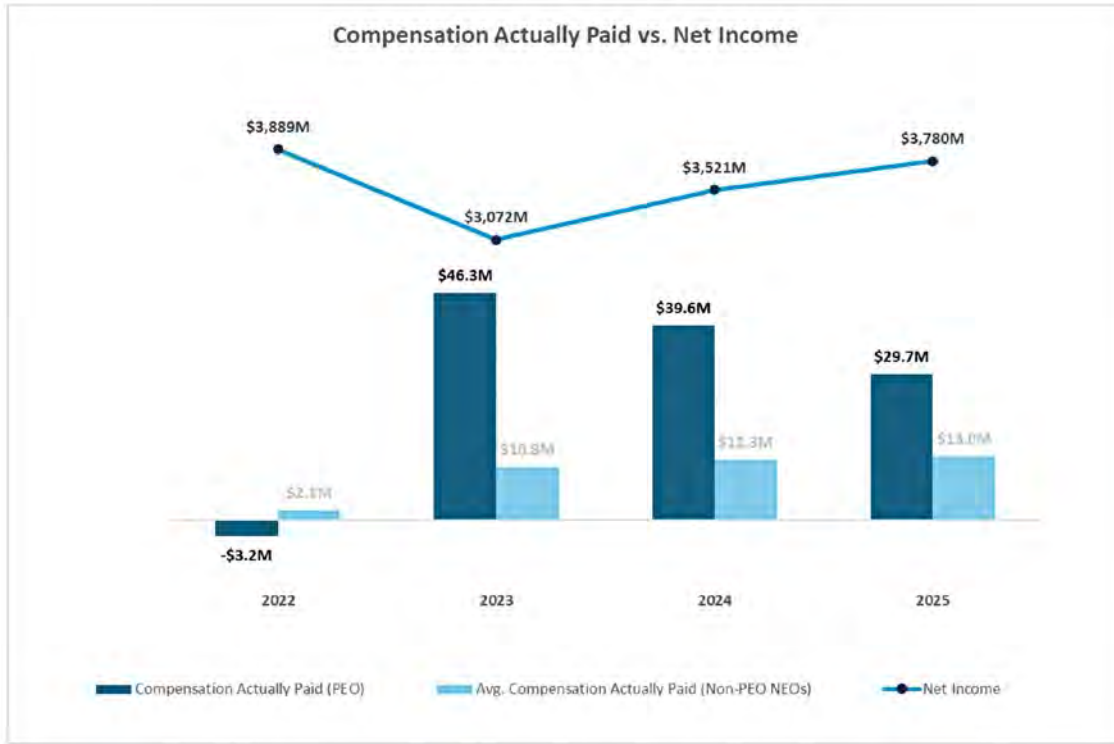
Note:

- (8) The most important performance measures include our company selected measure and the two financial metrics used for long-term incentive awards with performance-based vesting, as described in our CD&A.

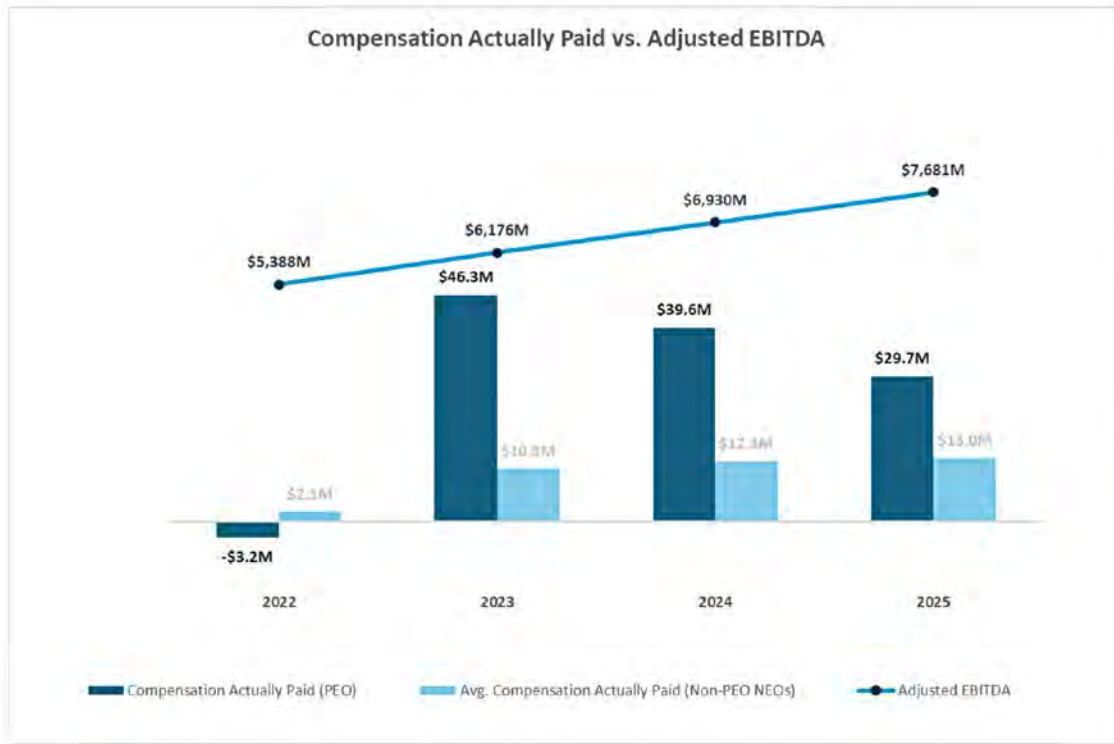
The following chart illustrates the relationship between CAP for our PEO and the average CAP for our Non-PEO NEOs against the Company's TSR, as well as the relationship between our TSR and the TSR of our peer group:



The following chart illustrates the relationship between CAP for our PEO and the average CAP for our Non-PEO NEOs against the Company's Net Income:



The following chart illustrates the relationship between CAP for our PEO and the average CAP for our Non-PEO NEOs against the Company's Adjusted EBITDA:



# Share Ownership Information

## Shareholdings of Certain Owners and Management

The table below shows the total number of our Ordinary Shares beneficially owned by (i) each of our Directors and NEOs, (ii) all those known by us to beneficially own more than 5% of our Ordinary Shares and (iii) all of our Directors and executive officers as a group, as of March 27, 2026. Unless otherwise indicated, (i) each beneficial owner listed below has sole voting and dispositive power over the securities held and (ii) the address of each beneficial owner listed in the following table is c/o CRH, Stonemason's Way, Rathfarnham, Dublin 16, D16 KH51, Ireland.

Beneficial ownership is determined in accordance with the rules and regulations of the SEC. These rules generally provide that a person is the beneficial owner of securities if such person has or shares the power to vote or direct the voting thereof, or to dispose or direct the disposition thereof or has the right to acquire such powers within 60 days.

### Security Ownership (i)

Name and Address of Beneficial Owner	Number of Ordinary Shares Beneficially Held (v)	Percent of Outstanding Shares
<b>Non-management Directors</b>		
Richie Boucher	26,593	*
Lamar McKay	5,976	*
Caroline Dowling	2,976	*
Richard Fearon	145,776	*
Johan Karlström	3,976	*
Shaun Kelly	5,976	*
Badar Khan	4,476	*
Gillian L. Platt	3,133	*
Mary K. Rhinehart	3,272	*
Siobhán Talbot	9,526	*
Christina Verchere	2,976	*
<b>Executive Officers</b>		
Jim Mintern	57,612	*
Nancy Buese	16,833	*
Randy Lake	106,892	*
Peter Buckley	171,367	*
Nathan Creech	149,919	*
Kristin Lane	19,581	*
Pádraig Ó Riordáin	3,980	*
Juan Pablo San Agustín	51,807	*
Philip Wheatley	53,156	*
<b>Total Directors and Executive Officers as a Group (20 persons)</b>	<b>845,803</b>	<b>*</b>
<b>Greater Than 5% Beneficial Owners</b>		
Vanguard (ii)	79,117,624	11.8 %
BlackRock Inc. (iii)	45,908,063	6.9 %
Fidelity (iv)	36,156,016	5.4 %

### Notes:

- \* Indicates person has beneficial ownership of less than 1%.
- (i) For purposes of this table "beneficial ownership" is determined in accordance with Rule 13d-3 under the Exchange Act, pursuant to which a person or group of persons is deemed to have "beneficial ownership" of any Ordinary Shares that such person has the right to acquire within 60 days of the date of determination.
- (ii) Based solely on the Schedule 13G/A filed by The Vanguard Group and its affiliates ('Vanguard') with the SEC on January 7, 2026. Vanguard's clients, including investment companies registered under the Investment Company Act of 1940 and other managed accounts, have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such Ordinary Shares. The address for Vanguard is 100 Vanguard Blvd., Malvern, Pennsylvania 19355.
- (iii) Based solely on the Schedule 13G filed by BlackRock, Inc. and its affiliates ('BlackRock') with the SEC on January 21, 2026. The address for BlackRock is 50 Hudson Yards, New York, New York 10001.
- (iv) Based solely on the Schedule 13G filed by FMR LLC and its affiliates ('Fidelity') and Abigail P. Johnson with the SEC on November 12, 2024. The address of each of these individuals and entities is c/o FMR LLC, 245 Summer Street, Boston, Massachusetts 02210. The following entities beneficially own shares of Ordinary Shares: FIAM LLC, Fidelity Diversifying Solutions LLC, Fidelity Institutional Asset Management Trust Company, Fidelity Management & Research Company LLC, Fidelity Management Trust Company, and Strategic Advisers LLC.
- (v) Includes the number of Ordinary Shares underlying RSUs that vest within 60 days of March 27, 2026, as applicable, excluding dividend equivalent units that will vest in that period.

### Section 16(a) Reports

Section 16(a) of the Exchange Act and SEC rules require our Directors, executive officers, and beneficial owners of more than 10% of our Ordinary Shares to file reports of their ownership and changes in ownership of our Ordinary Shares with the SEC. Based solely on our review of the reports filed during 2025 and questionnaires from our Directors and executive officers, we determined that no Director, executive officer, or beneficial owner of more than 10% of our Ordinary Shares failed to file an ownership report on a timely basis during 2025.

## Securities Authorized for Issuance Under Equity Compensation Plans

The following table summarizes information, as of December 31, 2025, relating to our equity compensation plans pursuant to which grants of options, restricted share awards, performance share awards, deferred share awards or other rights to acquire our Ordinary Shares may be granted from time to time.

Plan Category	(A) Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(B) Weighted - Average Exercise Price of Outstanding Options, Warrants and Rights (\$) (3)	(C) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (A)) (4)
Equity compensation plans approved by security holders (1)	7,270,122	35.07	14,632,632
Equity compensation plans not approved by security holders (2)	271,883	—	—
<b>Total</b>	<b>7,542,005</b>	<b>35.07</b>	<b>14,632,632</b>

**Notes:**

- (1) Includes the 2025 Equity Incentive Plan, the 2014 Performance Share Plan, the Company's Savings-related Share Option Schemes and the Irish Share Participation Schemes, each of which has been approved by the shareholders. No further awards may be granted under the 2014 Performance Share Plan. For a description of these plans, please see pages 60 to 62 and 65.
- (2) Includes the 2014 DSBP and the 2013 Restricted Share Plan. No further awards will be granted under the 2014 DBSP or the 2013 Restricted Share Plan.
- (3) The weighted average exercise price of outstanding options, warrant and rights excludes awards under the 2025 Equity Incentive Plan, the 2014 Performance Share Plan, the 2013 Restricted Share Plan and the 2014 DSBP because awards under such plans do not have an exercise price.
- (4) The Company has an aggregate of 14.6 million Ordinary Shares available for issuance under equity compensation plans, comprised of 13.3 million Ordinary Shares available for issuance pursuant to the 2025 Equity Incentive Plan and 1.3 million shares available for issuance pursuant to the Savings-related Share Option that may be offered by CRH's Irish and UK employing entities.

## Related Party Transactions

We have a written policy and procedures with respect to the review, approval and monitoring of any proposed transactions with related persons. Under this policy, all related person transactions are prohibited unless approved by the Nomination & Corporate Governance Committee, which will approve a transaction only if it determines that the transaction is not inconsistent with the interests of the Company and its shareholders. In addition, the CoBC, which sets forth standards applicable to all employees, officers and directors of the Company, requires that all employees, officers and directors must disclose all potential conflicts of interest and promptly take actions to eliminate a conflict when the Company so requests.

If it is inappropriate for the Nomination & Corporate Governance Committee to review and consider the approval of a proposed related party transaction for reasons of conflict of interests or otherwise, then the proposed transaction will be approved by another independent body of the Board. In addition, if a proposed related party transaction involves a related party who is a member of the Nomination & Corporate Governance Committee (or such alternate independent body considering such transaction) or an immediate family member thereof, such Director may not participate in any discussion or vote regarding approval or rejection of such transaction, although such director may be counted in determining the presence of a quorum at a meeting to review such transaction.

The Nomination & Corporate Governance Committee has delegated authority to the Chair of the Committee to approve certain transactions subject to the policy. A summary of any new transactions approved by the Chair is provided to the Nomination & Corporate Governance Committee for its review at its next scheduled meeting.

### Transactions with Related Persons

#### BlackRock

Based on a Schedule 13G filed with the SEC, BlackRock held more than 5% of CRH's outstanding ordinary shares during 2025. During 2025, CRH had an approximate daily balance of \$429,000,000 in a money market fund managed by BlackRock, for which BlackRock received fees of approximately \$316,000 based on the amounts invested. Additionally, one of the Company's wholly-owned subsidiary's pension scheme investments are managed through BlackRock which resulted in approximately \$16,000 of fees. These transactions with BlackRock have been conducted in the ordinary course of business and on customary terms negotiated on an arm's-length basis, and they have been approved in line with the Company's policy on transactions with related persons.

#### Fidelity

Based on a Schedule 13G filed with the SEC, Fidelity held more than 5% of CRH's outstanding ordinary shares during 2025. During 2025, certain recordkeeping and other administrative services for the 401(k) employee contribution and employer match programs in the United States were managed by Fidelity which resulted in approximately \$1,202,000 of fees. In addition, in connection with the migration of the administration of its equity incentive plans to Fidelity, CRH received a transition assistance payment of \$350,000. These transactions with Fidelity have been conducted in the ordinary course of business and on customary terms negotiated on an arm's-length basis, and they have been approved in line with the Company's policy on transactions with related persons.

#### Extech Building Materials

During fiscal year 2025, Extech Building Materials ('Extech') purchased building materials totaling approximately \$6,988,000 from certain of our wholly-owned subsidiaries. Extech is majority owned by the family of Bob Feury, CRH's former Chief Culture & People Officer, who owns a minority equity stake in Extech. Mr. Feury's father, Robert Feury Sr., is a director and part owner of Extech, his brother, Tim Feury, is Extech's chief executive and part owner and his brother, Brian Feury, is Extech's chief operating officer and part owner. These transactions with Extech were conducted on an arm's-length basis in the ordinary course of business and they have been approved in line with the Company's policy on transactions with related persons.

### **Familial Employment Relationships**

An immediate family member (as defined by Item 404 of Regulation S-K) of Siobhán Talbot, one of our non-management Directors, is employed by an indirect wholly owned subsidiary of the Company in an operational role. In 2025, the immediate family member received total compensation in the amount of approximately \$130,000, inclusive of salary, overtime, annual bonus and certain benefits in the ordinary course. Decisions as to the immediate family member's compensation are based on merit and made pursuant to the Company's compensation policies and practices applicable to other similarly situated employees. The immediate family member's employment and related compensation has been approved in line with the Company's policy on transactions with related persons.

Keaton Clay, the son-in-law of Randy Lake, our Chief Operating Officer, is employed by Oldcastle Infrastructure, an indirect wholly owned subsidiary of the Company, in a sales representative role. In 2025, Mr. Clay received total compensation in the amount of approximately \$138,500, inclusive of salary, annual bonus and certain benefits in the ordinary course. Decisions as to Mr. Clay's individual compensation are based on merit and made pursuant to the Company's compensation policies and practices applicable to other similarly situated employees. Mr. Clay's employment and related compensation has been approved in line with the Company's policy on transactions with related persons.

### **Insider Trading Arrangements and Policies**

We are committed to promoting high standards of ethical business conduct and compliance with applicable laws, rules and regulations. As part of this commitment, we have adopted an Insider Trading Policy governing transactions in our securities by our Directors and employees, as well as by CRH itself, that we believe is reasonably designed to promote compliance with insider trading laws, rules and regulations and listing standards. A copy of our Insider Trading Policy was filed as Exhibit 19.1 to our 2025 Annual Report.

# General Information

This Proxy Statement relates to the solicitation of votes or proxies by CRH, on behalf of the Board, for use at the Company's 2026 AGM and at any adjournment or postponement of such meeting. The Company bears the cost of solicitation of proxies by the Company. In addition to this mailing, our Directors, executive officers, and employees in the ordinary course of their employment, without special compensation other than reimbursement of expenses, may solicit proxies personally, electronically, by telephone, or with additional mailings. We are paying D.F. King a fee of approximately \$40,750 for assistance with soliciting proxies. We may also reimburse intermediaries, fiduciaries, custodians, and brokerage houses, for their expenses incurred in forwarding these materials to the beneficial owners of shares held in their names.

The Company's website address is [www.crh.com](http://www.crh.com). We include website addresses throughout this Proxy Statement for reference only. The information contained in, or available through, these websites is not part of, or incorporated by reference into, this Proxy Statement. Addresses, including electronic addresses provided in this Proxy Statement, are provided solely for the purposes so specified. You may not use any electronic address provided in this Proxy Statement or other proxy materials to communicate with the Company for any purpose other than those expressly stated herein or therein.

## What is the date, time and location of the 2026 AGM?

The 2026 AGM of CRH will be held at the Royal Marine Hotel, Marine Road, Dun Laoghaire, Co. Dublin, Ireland at 11:00 a.m. (Dublin) on Thursday, May 7, 2026.

## Where can I locate information regarding the 2026 AGM?

Information regarding the 2026 AGM, including a copy of this Proxy Statement, our 2025 Annual Report, proxy card (together, the 'Proxy Materials'), the Irish Statutory Accounts and copies of any other documentation relating to the 2026 AGM is available on the CRH website, [www.crh.com](http://www.crh.com). To access these documents, please select AGM under "Shareholder Center" in the Investors section of the website.

## What is the "Notice-and-Access" model and why did the Company elect to use it?

We are making this Proxy Statement and 2025 Annual Report available to Ordinary Shareholders on the Internet under the SEC's Notice-and-Access model. On or about March 27, 2026, we will mail to all shareholders (as of the close of business on the Record Date) a Notice of Internet Availability in lieu of mailing a full printed set of the Proxy Materials. Accordingly, on or about March 27, 2026, our Proxy Materials are first being made available to our shareholders on [www.envisionreports.com/CRH](http://www.envisionreports.com/CRH). The Notice of Internet Availability includes instructions for accessing an electronic copy of the Proxy Materials on the internet and for how to vote. The Notice of Internet Availability also includes instructions on how to request a full set of printed Proxy Materials.

We believe the electronic method of delivery under the Notice of Internet Availability model will decrease postage and printing expenses, expedite delivery of Proxy Materials to you, and reduce our environmental impact, and we encourage you to take advantage of the availability of the Proxy Materials on the Internet. If you received the Notice of Internet Availability but would like to receive a full printed set of the Proxy Materials in the mail, you may follow the instructions in the Notice of Internet Availability for requesting such materials.

## Why did I receive a Notice in the mail regarding the Notice of Internet Availability of Proxy Materials instead of a full set of printed Proxy Materials?

Under rules adopted by the SEC, we are making the Proxy Materials available to our shareholders primarily through the Internet ("Notice-and-Access"). On or about March 27, 2026, we will mail the Notice of Internet Availability to holders of our Ordinary Shares at the Record Date (7:00 p.m. (Dublin)/3:00 p.m. (New York) on Wednesday, March 11, 2026, other than to those shareholders who previously requested electronic or paper delivery of communications from us. The Notice of Internet Availability contains instructions on how to access an electronic copy of our Proxy Materials, including this Proxy Statement and our 2025 Annual Report to shareholders. The Notice of Internet Availability also contains instructions on how to request a paper copy of the Proxy Materials. We believe that this process will allow us to provide you with the information you need in a timely manner, while conserving natural resources and lowering the costs of printing and distributing our Proxy Materials.

## Can I access proxy materials on the Internet?

The Notice of Internet Availability will provide you with instructions for viewing our proxy materials for the 2026 AGM at [www.envisionreports.com/CRH](http://www.envisionreports.com/CRH). You may elect to receive an e-mail, which will provide a link to these documents on the internet instead of waiting to receive the Notice of Internet Availability to access the Proxy Materials.

## Can I vote my shares by filling out and returning the Notice of Internet Availability?

No. The Notice of Internet Availability only identifies the items to be voted on at the 2026 AGM. You cannot vote by marking the Notice of Internet Availability and returning it. The Notice of Internet Availability provides instructions on how to cast your vote. For additional information, see "How do I vote my shares and what are the voting deadlines?"

## Why didn't I receive a Notice of Internet Availability in the mail regarding the internet availability of the Proxy Materials?

We are providing some of our shareholders, including shareholders who have previously requested to receive paper copies of the Proxy Materials, with paper copies of the Proxy Materials instead of a Notice of Internet Availability. In addition, we are providing the Proxy Materials by e-mail to those shareholders who have previously elected delivery of the proxy materials electronically. Those shareholders should have received an e-mail containing a link to the website where those materials are available and a link to the proxy voting website.

## Why are there two sets of Financial Statements covering the same fiscal period?

CRH's 2025 Annual Report contains financial statements for 2025 prepared in accordance with U.S. GAAP and filed with the SEC on Form 10-K on February 18, 2026.

CRH is required under the Irish Companies Act 2014 to prepare financial statements in accordance with IFRS as adopted by the European Union (the 'Irish Statutory Accounts'). A copy of the Irish Statutory Accounts for 2025, including the reports of our Directors and auditors thereon, is available on the Company's website, [www.crh.com](http://www.crh.com), under the heading "Shareholder Center", and will be laid before the 2026 AGM.

## What is the Record Date for the 2026 AGM?

The Record Date for the 2026 AGM is 7:00 p.m. (Dublin)/3:00 p.m. (New York) on Wednesday, March 11, 2026 for Ordinary Shareholders and, 7:00 p.m. (Dublin)/2:00p.m. (New York) on Sunday, May 3, 2026 for 7% Preference Shareholders, and references to Record Date in this Proxy Statement shall be construed accordingly.

A shareholder must hold their interest in CRH Ordinary Shares or 7% Preference Shares (see “How do I know what category of shareholder I am?”) on the applicable Record Date in order to exercise their right to participate and vote at the 2026 AGM, and any change after the applicable Record Date shall be disregarded in determining the right of that person to attend and vote at the meeting.

The Record Date is earlier than the date of the 2026 AGM. Accordingly, if a shareholder acquires Ordinary Shares or 7% Preference Shares after the applicable Record Date, they may vote those shares only if they are appointed as a proxy to do so from the person who held the shares on the applicable Record Date.

If the meeting is adjourned, any change to the Record Date (and/or voting deadlines) will be communicated to shareholders by the Company.

## Who can vote at the 2026 AGM?

You can vote at the 2026 AGM if you were a Ordinary Shareholder in the Company at 7:00 p.m. (Dublin)/3:00 p.m. (New York) on Wednesday, March 11, 2026, or for the purposes of Proposal 9 only, a 7% Preference Shareholder at 7.00 p.m. (Dublin)/2:00p.m. (New York) on Sunday, May 3, 2026.

The 7% Preference Shareholders are entitled to vote in respect of a capital reduction of the Company and will therefore be entitled to vote on Proposal 9 at the 2026 AGM with the Ordinary Shareholders, voting as a single class, but the 7% Preference Shareholders are unable to vote on any other Proposals at the 2026 AGM.

The 5% Preference Shareholders are not entitled to vote on any Proposals at the 2026 AGM. The 5% Preference Shareholders are entitled to vote at the 5% Preference Share Scheme Meeting, and the 7% Preference Shareholders are entitled to vote at the 7% Preference Share Scheme Meeting. Separate notices and related materials have been sent to the Preference Shareholders in respect of the Scheme Meetings.

As of March 11, 2026, there were 669,399,849 Ordinary Shares outstanding (excluding Treasury Shares), each of which entitles the holder to one vote for each matter to be voted on at the 2026 AGM.

## How do I know what category of shareholder I am?

‘Registered shareholders’ refers to persons listed on the register of members (i.e. those shareholders whose shareholding is evidenced by their Statement of Holding and who do not hold their interests in shares as street name holders or DI holders).

‘Street name holders’ refers to persons who hold their interests in CRH shares in a brokerage account or via a broker, bank or other nominee that is a participant in DTC. ‘DI holders’ refers to holders of CRH UK Depository Interests entered in the register of DI Holders of the Company.

References to ‘shareholder’ in this “General Information” section refers to registered shareholders, street name holders and DI holders.

## How do I vote?

The process for appointing a proxy and/or voting in connection with the Proposals to be voted on at the 2026 AGM depends on how you hold your shares (see “How do I know what category of shareholder I am?”).

The information in this section in respect of voting procedures for street name holders and DI holders (see further below) is for guidance only and such persons should consult their stockbroker or the intermediary through which they acquired their shares at the earliest opportunity for further information on the processes and timelines for submitting proxies and voting instructions for the 2026 AGM.

### 1. Registered shareholders:

Registered shareholders at the Record Date may vote by proxy or in person.

#### Voting by proxy

Registered shareholders may vote by proxy in advance of the deadline for voting of 11:00 a.m. (Dublin)/6:00 a.m. (New York) on May 5, 2026 by using any one of the following methods:

- (i) online by visiting [www.envisionreports.com/CRH](http://www.envisionreports.com/CRH) or scanning the QR code and following the instructions on their proxy card; or
- (ii) by mail, if a registered shareholder received printed Proxy Materials, by following the instructions on their proxy card and returning their completed proxy card in the postage-paid envelope accompanying their proxy materials.

A registered shareholder may also appoint a proxy by delivering their proxy card (or a proxy in the form set out in Section 184 of the Companies Act 2014) to the Company Secretary, CRH, 42 Fitzwilliam Square, Dublin 2, D02 R279, Ireland, to be received no later than 11:00 a.m. (Dublin)/6:00 a.m. (New York) on May 5, 2026. A proxy is not required to be a shareholder of the Company.

Registered shareholders eligible to attend and vote at the 2026 AGM may exercise their right to vote at the 2026 AGM by appointing one or more proxies, who need not be a shareholder, to attend, speak and vote instead of the registered shareholder. Registered shareholders may appoint the Chair of the 2026 AGM or another individual, who need not be a shareholder of the Company, as their proxy. Appointment of a proxy does not preclude shareholders from attending and voting at the 2026 AGM should they subsequently wish to do so.

In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion

of the votes of the other registered shareholder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members.

#### Voting in person

Registered shareholders may alternatively attend the 2026 AGM in person to vote in person.

### 2. Street name holders:

Only those street name holders holding Ordinary Shares on the Record Date are entitled to vote on the Proposals in respect of such shares.

#### Voting by proxy

Street name holders may direct their broker, bank or other nominee on how to vote their shares by following the instructions for voting on the voting instruction form provided by their broker, bank or other nominee. If a street name holder does not direct their broker, bank or other nominee on how to vote their shares on their voting instruction form, their shares will not be voted at the 2026 AGM on certain matters (see “What are broker non-votes and what effect do they have?”). Please note that the deadline for voting by street name holders is 4:59 a.m. (Dublin) on May 5, 2026/11:59 p.m. (New York) on May 4, 2026. We encourage street name holders to communicate their voting decisions to their broker, bank or other nominee by the time prescribed by their broker, bank or other nominee well in advance of this deadline to ensure that their vote will be counted.

#### Voting in person

If a street name holder wishes to vote in person at the 2026 AGM, they must obtain a legal proxy from their broker, bank or other nominee and present it to the Company Secretary or other Company representative, at the 2026 AGM.

### 3. DI holders:

DI holders on the Record Date are entitled to provide voting instructions to Computershare U.K. in respect of the number of DIs registered in their name(s) at that time.

**Voting by proxy**

DI holders may direct Computershare U.K. to vote the shares represented by their DIs in two ways:

- (A) By Internet—CREST. Issue an instruction through the CREST electronic voting appointment service using the procedures described in the CREST manual (available from [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting services provider, who will be able to take the appropriate action on their behalf. For instructions made using the CREST service to be valid, the appropriate CREST message (a CREST Voting Instruction) must be properly authenticated in accordance with the specifications of Euroclear U.K. & International Limited ('EUI') and must contain the information required for such instructions, as described in the CREST Manual. The message, regardless of whether it relates to the voting instruction or to an amendment to the instruction given to Computershare U.K., must be transmitted so as to be received by the Company's agent (ID 3RA50) by no later than 11:00 a.m. (Dublin)/6:00 a.m. (New York) on May 1, 2026.

The time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by inquiry to CREST in the manner prescribed by CREST. EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations apply to the transmission of a CREST Voting Instruction. It is the responsibility of the CREST member to take (or to procure that the CREST sponsor or voting service provider takes) such action necessary to ensure that a CREST Voting Instruction is transmitted by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers, are referred to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

- (B) By Mail. Complete and return a Form of Instruction to Computershare U.K. by posting it to Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom. To be effective, all Forms of Instruction must be received by Computershare U.K. by 11:00 a.m. (Dublin)/6:00 a.m. (New York) on May 1, 2026. Computershare U.K., as the depository, will then make arrangements to vote your underlying shares according to your instructions.

**Voting in person**

DI holders who wish to attend and vote at the 2026 AGM in person must obtain a Letter of Representation from their broker or nominee and then provide this letter by e-mail to Computershare U.K. at [ukallditeam2@computershare.co.uk](mailto:ukallditeam2@computershare.co.uk) by 11:00 a.m. (Dublin)/6:00 a.m. (New York) on May 1, 2026. Computershare U.K., on behalf of Computershare Trust Company N.A., will then provide the DI holder with a separate Letter of Representation which will confirm the amount of Ordinary Shares they will represent, allowing the DI Holder to attend, speak and vote at the 2026 AGM.

DI holders must bring the Letter of Representation and present it to the Company Secretary or other Company representative at the 2026 AGM. Any DI holders that do not follow the above process will be unable to vote their Ordinary Shares in person at the 2026 AGM.

**How do I vote if I'm a 7% Preference Shareholder?**

Under the Articles, 7% Preference Shareholders are entitled to vote in respect of a capital reduction of the Company and will therefore be entitled to vote on Proposal 9 at the AGM with the Ordinary Shareholders, voting as a single class, but the 7% Preference Shareholders are not entitled to vote on any other Proposals at the AGM. The process for appointing a proxy and/or voting in connection with the Proposals to be proposed at the 2026 AGM depends on how you hold your shares. Holders of CREST Depository Interests ('CDIs') through the CREST system and/or participants of the Euroclear Bank system (the 'EB System') ('EB Participants') should carefully review the document titled "Proxy Voting - Important Information", which is available on the CRH website, [www.crh.com](http://www.crh.com). The information in this section in respect of voting procedures for EB Participants and CDI holders (see further below) is for guidance only and such persons should consult their stockbroker or the intermediary through which they acquired their 7% Preference Shares at the earliest opportunity for further information on the processes and timelines for submitting proxies and voting instructions for the 2026 AGM.

**Registered 7% Preference Shareholders:**

Registered 7% Preference Shareholders whose name appears on the register of members of CRH (i.e. those who hold their 7% Preference Shares directly on the register of members and who therefore do not hold their interests in 7% Preference Shares through the EB System or as CDIs through the CREST System) may vote by proxy or in person.

**Voting by proxy**

Registered 7% Preference Shareholders may vote by proxy in advance of the deadline for voting of 11:00 a.m. (Dublin)/6:00 a.m. (New York) on May 5, 2026 by using any one of the following methods:

- (i) online by visiting [www.eproxyappointment.com](http://www.eproxyappointment.com) or scanning the QR code and following the instructions on their proxy card; or
- (ii) by mail, if a registered 7% Preference Shareholder received printed Proxy Materials, by following the instructions on their proxy card and returning their completed proxy card in the postage-paid envelope accompanying their proxy materials.

A registered 7% Preference Shareholder may also appoint a proxy by delivering their proxy card (or a proxy in the form set out in Section 184 of the Companies Act 2014) to The Company Secretary, CRH, 42 Fitzwilliam Square, Dublin 2, D02 R279, Ireland, to be received no later than 11:00 a.m. (Dublin)/6:00 a.m. (New York) on May 5, 2026. A proxy is not required to be a shareholder of the Company. Registered 7% Preference Shareholders eligible to attend and vote at the 2026 AGM may exercise their right to vote at the 2026 AGM by appointing one or more proxies, who need not be a member, to attend, speak and vote instead of the registered 7% Preference Shareholder.

Registered 7% Preference Shareholders may appoint the Chair of the 2026 AGM or another individual, who need not be a member(s) of the Company, as their proxy. Appointment of a proxy does not preclude members from attending and voting at the 2026 AGM should they subsequently wish to do so. 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 7% Preference Shareholder(s) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members.

**Voting in person**

Registered 7% Preference Shareholders may alternatively attend the 2026 AGM in person to vote in person.

**Holdings in Uncertificated Form as an EB Participant:**

7% Preference Shareholders who hold interests in the 7% Preference Shares through a participant account in the EB System can submit proxy appointments (including voting instructions) electronically in the manner described in the document issued by Euroclear Bank entitled 'Euroclear Bank as issuer CSD for Irish corporate securities' and available on the Euroclear website ([www.euroclear.com](http://www.euroclear.com)).

7% Preference Shareholders holding their interests through the EB System or the CREST System will need to comply with any additional voting deadlines imposed by the respective service offerings. All relevant persons are recommended to consult with their stockbroker or other intermediary at the earliest opportunity.

### **Holdings in Uncertificated Form via CDIs:**

7% Preference Shareholders who hold interests in the 7% Preference Shares as CDIs in the CREST system may vote by (i) sending electronic voting instructions to Euroclear Bank via Broadridge Financial Solutions Limited ('Broadridge'); or (ii) appointing a proxy via the Broadridge Global Proxy Voting service. There is no facility to offer a letter of representation/ appoint a corporate representative other than through the submission of third-party proxy appointment instructions through Broadridge.

### **What are broker non-votes and what effect do they have?**

Broker non-votes occur when nominees, such as banks and brokers holding shares in "street name" on behalf of beneficial owners, do not receive voting instructions from the beneficial holders. If that happens, the nominees may vote those shares only on matters deemed "routine" by NYSE. On "non-routine" matters, nominees cannot vote unless they receive voting instructions from beneficial owners. If your nominee elects to vote your shares on some but not all matters, it will result in a "broker non-vote" for the matters on which the broker does not vote.

The proposals at the 2026 AGM that are considered "routine" matters are: Proposal 3 — (a) Ratification of Appointment of Deloitte U.S. as Auditor; and (b) Authority to Set Auditor Compensation; Proposal 4 — Authority to allot Shares; Proposal 5 — Disapplication of Pre-emption Rights; Proposal 6 — Authority to Purchase Own Shares; and Proposal 7 — To Re-Issue Treasury Shares.

The remaining proposals being considered at the 2026 AGM are considered "non-routine" matters. Therefore, if your shares are held in "street name" and you do not provide instructions as to how your shares are to be voted on Proposals 1, 2, 8, 9, 10, 11 and 12, your broker will not be able to vote your shares on these non-routine proposals.

### **What constitutes a quorum?**

As provided by the Company's Articles, two shareholders present in person or by proxy who have the right to attend and vote at the meeting constitutes a quorum at the AGM. Abstentions and broker "non-votes" are counted as present for the purposes of determining whether a quorum exists.

### **Can I revoke my proxy or change my vote after I have voted?**

Yes. If you are a registered shareholder and previously voted by Internet, scanning a QR Code or mail, you may revoke your proxy or change your vote by:

- voting at a later date by Internet or scanning the QR code as set forth above before the closing of proxy deadline;
- mailing a proxy card that is properly signed and dated with a later date than your previous vote and that is received no later than the proxy deadline;
- attending the 2026 AGM in Dublin and voting during the meeting; or
- sending a written notice of revocation to the Company Secretary, CRH, 42 Fitzwilliam Square, Dublin 2, D02 R279, Ireland or by e-mail to [companysecretarysoffice@crh.com](mailto:companysecretarysoffice@crh.com) before the commencement of the meeting.

If you are a street name holder, you must contact the holder of record to revoke a previously authorized proxy.

UK DI Holders should contact Computershare U.K. for instructions on how to revoke their proxies or change their vote.

### **How are resolutions put to a vote decided?**

All resolutions at the 2026 AGM will be put to a poll. Pursuant to Section 190(b) of the Companies Act 2014, 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.

### **If I attend the 2026 AGM in person, what do I need to bring?**

Persons attending the 2026 AGM should bring photographic identification to verify their identity and present it to the Company Secretary or other Company representative at the 2026 AGM.

Persons attending the 2026 AGM (other than registered holders attending in person) must also bring the proxy or other document evidencing their authority to attend and vote at the 2026 AGM (see also "How do I vote?") and present it to the Company Secretary or other Company representative at the 2026 AGM. During the meeting, persons attending in person may not use cameras, smart phones or other audio, video or electronic recording devices, unless expressly authorized by the Chair of the meeting.

### **How do I submit director nominees or a shareholder proposal at the 2027 AGM?**

Any eligible shareholder who intends to present a proposal at the 2027 Annual General Meeting ('2027 AGM') and who wishes to have a proposal included in CRH's proxy statement for that annual meeting pursuant to SEC Rule 14a-8 must deliver

the proposal to the Company Secretary on or before November 27, 2026 and must satisfy the rules and regulations of the SEC to be eligible for inclusion in the proxy statement for that meeting. As the rules of the SEC make clear, simply submitting a proposal does not guarantee its inclusion.

To be eligible for consideration at the 2027 AGM, any Director nomination or proposal of other business (other than a proposal pursuant to Rule 14a-8) by a shareholder must comply with the procedures and other requirements specified in CRH's Articles, as amended from time to time. Any Director nomination or other proposal that is a proper subject for consideration would be required to be received by the Company Secretary not earlier than January 8, 2027 and not later than 5:00 p.m. at CRH's principal executive offices on February 8, 2027.

Notice provided by shareholders under the SEC's Rule 14a-19 who intend to solicit proxies in support of nominees (other than the Company's nominees) submitted pursuant to our Articles must be received by March 8, 2027 and must comply with the requirements of our Articles and the additional requirements of Rule 14a-19(b).

Please note that the advance notice requirements of Rule 14a-19 do not override or supersede any longer advance notice requirements or any other requirements in our Articles.

All submissions to, or requests of, the Company Secretary should be made to CRH's principal executive offices at Stonemason's Way, Rathfarnham, Dublin 16, D16 KH51, Ireland, or via e-mail at [companysecretarysoffice@crh.com](mailto:companysecretarysoffice@crh.com). Please ensure that receipt of all submissions is confirmed.

### **How do I obtain more information about CRH?**

A copy of our 2025 Annual Report to shareholders accompanies this Proxy Statement.

*We will furnish without charge to each person whose proxy is being solicited in connection with the Annual Meeting, upon request of any such person, a copy of our Annual Report on Form 10-K for the year ended December 31, 2025, as filed with the SEC, including the consolidated financial statements and notes thereto, excluding exhibits. Written requests for copies of such report should be directed to the Company Secretary and should be made to CRH's principal executive offices at Stonemason's Way, Rathfarnham, Dublin 16, D16 KH51, Ireland, or via e-mail at [companysecretarysoffice@crh.com](mailto:companysecretarysoffice@crh.com). Copies of any exhibit to the Annual Report on Form 10-K will be forwarded upon receipt of a written request to our Investor Relations department at such address, subject to a reasonable charge for copying and mailing.*

In addition, you may also obtain, free of charge, a copy of our 2025 Annual Report on Form 10-K, our Corporate Governance Guidelines, our Code of Business Conduct and the charters for our Acquisitions, Divestments & Finance, Audit, Compensation, Nomination & Corporate Governance and Safety, Environment & Social Responsibility Committees by writing to CRH, c/o Company Secretary, 42 Fitzwilliam Square, Dublin 2, D02 R279, Ireland, or via e-mail at [companysecretaryoffice@crh.com](mailto:companysecretaryoffice@crh.com).

These documents, as well as other information about CRH, are also available on our website at [www.crh.com](http://www.crh.com).

### **Householding**

SEC rules permit a single Notice of Internet Availability or full set of Proxy Materials to be sent to shareholders sharing the same last name and household mailing address, unless contrary instructions are provided by the impacted shareholders prior to the mailing date. Each shareholder continues to receive a separate proxy card. This procedure is referred to as householding. While the Company does not household its mailings to its shareholders of record, a number of brokerage firms with account holders who are Company shareholders have instituted householding. In these cases, a single Notice of Internet Availability will be delivered to multiple shareholders sharing the same last name and household mailing address unless contrary instructions have been received from the affected shareholders. Any shareholder can receive an emailed copy of this Proxy Statement and the 2025 Annual Report on the CRH website, [www.crh.com](http://www.crh.com).

Once a shareholder has received notice from his or her broker that the broker will be householding communications to the shareholder's address, householding will continue until the shareholder is notified otherwise or until the shareholder revokes his or her consent. If at any time a shareholder no longer wishes to participate in householding and would prefer to receive a separate Proxy Statement and the 2025 Annual Report, he or she should notify his or her broker.

Shareholders who hold their shares through a bank, broker or other nominee who currently receive multiple copies of the Proxy Materials at their address and would like to request householding of their communications should contact their broker.

# Annex A – Reconciliation of Non-GAAP Financial Measures

## 1. Adjusted EBITDA & Adjusted EBITDA Margin

Adjusted EBITDA is defined as earnings from continuing operations before interest, taxes, depreciation, depletion, amortization, Loss on impairments, gain/loss on divestitures and investments, Income/loss from equity method investments, substantial acquisition-related costs, and pension expense/income excluding current service cost component. It is quoted by management in conjunction with other GAAP and non-GAAP financial measures to aid investors in their analysis of the performance of the Company. Adjusted EBITDA by segment is monitored by management in order to allocate resources between segments and to assess performance.

Adjusted EBITDA margin is calculated by expressing Adjusted EBITDA as a percentage of Total revenues.

Reconciliation to its most directly comparable GAAP measure is presented below:

<i>in \$ millions</i>	2025	2024	2023
Net income	3,790	3,521	3,072
(Income) loss from equity method investments (i)	(26)	108	17
Income tax expense	1,041	1,085	925
Gain on divestitures and investments (ii)	(1)	(250)	—
Pension income excluding current service cost component (ii)	(21)	(7)	(3)
Other interest, net (ii)	(7)	(1)	5
Interest expense	810	612	376
Interest income	(146)	(143)	(206)
Depreciation, depletion and amortization	2,156	1,798	1,633
Loss on impairments (i)	40	161	357
Substantial acquisition-related costs (iii)	45	46	—
<b>Adjusted EBITDA</b>	<b>7,681</b>	<b>6,930</b>	<b>6,176</b>
Total revenues	37,447	35,572	34,949
<b>Net income margin</b>	<b>10.1%</b>	<b>9.9%</b>	<b>8.8%</b>
<b>Adjusted EBITDA margin</b>	<b>20.5%</b>	<b>19.5%</b>	<b>17.7%</b>

### Notes:

- (i) For the year ended December 31, 2025, the Loss on impairments totaled \$40 million, principally related to International Solutions. For the year ended December 31, 2024, the total impairment loss comprised \$0.35 billion, principally related to the Architectural Products reporting unit within International Solutions and the equity method investment in China. For the year ended December 31, 2023, the total impairment loss comprised \$62 million within Americas Materials Solutions and \$295 million within International Solutions.
- (ii) Gain on divestitures and investments, pension income excluding current service cost component and other interest, net have been included in Other nonoperating income (expense), net in the Consolidated Statements of Income.
- (iii) Represents expenses associated with non-routine substantial acquisitions, which meet the criteria for being separately reported in Note 3 "Acquisitions" in Item 8. "Financial Statements and Supplementary Data" in the 2025 Annual Report on Form 10-K for the year ended December 31, 2025 filed with the SEC on February 18, 2026, as well as other acquisition costs of an extraordinary nature. Expenses in 2025 and 2024 primarily include legal, consulting and other tax expenses related to these acquisitions.

Source Data

<i>In millions, except per share data</i>	€	\$
2015 EBITDA (as defined) (i)	2,219	
Less: EBITDA (as defined) from divested businesses		
Europe Distribution (i)	(171)	
Americas Distribution (i)	(140)	
Building Envelope (ii)	(121)	
	<u>1,787</u>	
2015 IFRS based EBITDA (as defined) (iii) (iv)		1,983
2025 Adjusted EBITDA* per the Annual Report on Form 10-K		<u>7,681</u>
10-Year CAGR		<u>15 %</u>
2015 Diluted EPS (i)	0.89	
2015 IFRS Diluted EPS (iii) (iv)		0.98
2025 U.S. GAAP Diluted EPS per the Annual Report on Form 10-K		<u>5.51</u>
10-Year CAGR		<u>19%</u>

(i) As reported under IFRS in the Annual Report on Form 20-F for 2015.

(ii) The results for Building Envelope stated are under IFRS and were not previously separately reported in external filings.

(iii) Effective from January 1, 2020, CRH changed its reporting currency from euro to U.S. Dollar. Reported results for 2015 have been translated from euro to U.S. Dollar using the 2015 average exchange rate of \$1.1095 to €1.

(iv) The adjustments required to reflect these metrics under U.S. GAAP have not been quantified. No material differences have been identified that would impact trends calculated in accordance with U.S. GAAP in comparison to IFRS.

# Annex B – Part I – 5% Preference Share Scheme of Arrangement

**The information contained in Annexes B and C of this Proxy Statement is not required to be included pursuant to the rules and regulations of the U.S. Securities and Exchange Commission, and is included solely to comply with the requirements of the Companies Act 2014 in order to provide the information required under such laws applicable to the Preference Shareholders.**

SCHEME OF ARRANGEMENT  
THE HIGH COURT  
IN THE MATTER OF  
CRH PUBLIC LIMITED COMPANY  
AND IN THE MATTER OF THE COMPANIES ACT 2014  
SCHEME OF ARRANGEMENT  
UNDER CHAPTER 1 OF PART 9 OF THE COMPANIES ACT 2014  
BETWEEN CRH PUBLIC LIMITED COMPANY AND THE 5% PREFERENCE SHARE SCHEME SHAREHOLDERS  
(AS HEREINAFTER DEFINED)

**PRELIMINARY:**

- (A) CRH is a public limited company incorporated in Ireland under the Act with registration number 12965.
- (B) The authorised share capital of CRH at the date of this 5% Preference Share Scheme is €401,297,940 divided into 150,000 5% Cumulative Preference Shares of €1.27 each, 872,000 7% "A" Cumulative Preference Shares of €1.27 each and 1,250,000,000 Ordinary Shares of €0.32 each. As of the Latest Practicable Date, (i) 705,043,723 Ordinary Shares have been issued and are credited as fully paid and the remainder are unissued, (ii) 50,000 5% Cumulative Preference Shares have been issued and are credited as fully paid and the remainder are unissued, and (iii) 872,000 7% "A" Cumulative Preference Shares have been issued and are credited as fully paid.
- (C) The purpose of the 5% Preference Share Scheme is to provide for the cancellation of all 5% Preference Share Scheme Shares, pursuant to a scheme of arrangement under Chapter 1 of Part 9 of the Act and Sections 84 and 85 of the Act, in consideration for a cash payment of the 5% Cancellation Consideration to the 5% Preference Share Scheme Shareholders, and to take certain steps to facilitate the foregoing, including the cancellation of the listing and admission to trading of the 5% Preference Shares on Euronext Growth Dublin.
- (D) All references are to Dublin (Ireland) time unless otherwise stated.
- (E) The explanatory statement required to be furnished pursuant to Section 452 of the Act is set out in "Part II - 5% Preference Share Scheme of Arrangement Explanatory Statement" of Annex B to the Proxy Statement and was also issued to the 5% Preference Shareholders on March 27, 2026 as part of the 5% Preference Share Scheme Circular.

## The Scheme of Arrangement

### 1. Definitions

In this 5% Preference Share Scheme, unless inconsistent with the subject or context, the following expressions bear the following meanings:	
“5% Cancellation Consideration”	has the meaning given to it in Clause 3.1;
“5% Preference Share Cancellation”	the cancellation of all of the 50,000 issued and outstanding 5% Preference Shares to be implemented pursuant to the 5% Preference Share Scheme, and the related Reduction of Capital, in exchange for a cash payment of the 5% Cancellation Consideration;
“5% Preference Share Court Hearing”	the hearing by the Irish High Court at which the application is made to sanction the proposed 5% Preference Share Scheme under Section 453(2)(c) of the Act;
“5% Preference Share Form of Proxy”	the form of proxy for the 5% Preference Share Scheme Meeting, which has been issued to 5% Preference Shareholders on March 27, 2026 as part of the 5% Preference Share Scheme Circular;
“5% Preference Share Scheme Record Time”	11:59 pm (Dublin) on the last Business Day before the Effective Date (or such other day and/or time as is specified as the record time for determining those 5% Preference Shares that will be subject to the 5% Preference Share Scheme);
“5% Preference Share Scheme Circular”	the document distributed to the 5% Preference Shareholders on March 27, 2026 in respect of the 5% Preference Share Scheme containing (i) this 5% Preference Share Scheme Document, (ii) the notice of the 5% Preference Share Scheme Meeting, (iii) an explanatory statement as required by Section 452 of the Act with respect to the 5% Preference Share Scheme (as also set out in ‘Part II - 5% Preference Share Scheme of Arrangement Explanatory Statement’ of Annex B to the Proxy Statement), (iv) the 5% Preference Share Form of Proxy, and (v) the accompanying cover letter;
“5% Preference Share Scheme Document”	this document, as set out in ‘Part I – 5% Preference Share Scheme of Arrangement’ of Annex B to the Proxy Statement, and as also distributed to 5% Preference Shareholders as part of the 5% Preference Share Scheme Circular;
“5% Preference Share Scheme Meeting”	the meeting of the 5% Preference Shareholders convened pursuant to the authority of the Board under Section 450(1) of the Act (and any adjournment of such meeting), to be held at 10:30 a.m., or if later, immediately after the conclusion or adjournment of the preceding 7% Preference Share Scheme Meeting on May 21, 2026 at the offices of Arthur Cox LLP, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland for the purposes of considering and, if thought fit, approving the 5% Preference Share Scheme (with or without any modification(s), addition(s) or condition(s) approved or imposed by the Irish High Court), notice of which was sent to the 5% Preference Shareholders on March 27, 2026 and is part of the 5% Preference Share Scheme Circular;
“5% Preference Share Scheme Order”	the order or orders of the Irish High Court under Section 453 of the Act sanctioning the 5% Preference Share Scheme and, if applicable, confirming the Reduction of Capital which forms part of it under Sections 84 and 85 of the Act;
“5% Preference Share Scheme Shareholders”	Holders of 5% Preference Share Scheme Shares;
“5% Preference Share Scheme Shares”	any 5% Preference Shares in issue at the 5% Preference Share Scheme Record Time;
“5% Preference Share Scheme” or “5% Preference Share Scheme of Arrangement”	this proposed scheme of arrangement under Chapter 1 of Part 9 of the Act, and the Reduction of Capital, with or subject to any modifications, addition(s) or condition(s) approved or imposed by the Irish High Court and agreed to by CRH in relation to the cancellation of the 5% Preference Share Scheme Shares;
“5% Preference Shareholders”	Holders of the 5% Preference Shares;
“5% Preference Shares”	the 50,000 5% Cumulative Preference Shares of €1.27 each in the share capital of CRH (ISIN: IE0001827264), admitted to trading on Euronext Growth Dublin;
“7% Cancellation Consideration”	€3.556 for each 7% Preference Share cancelled pursuant to the 7% Preference Share Scheme;
“7% Preference Share Scheme” or “7% Preference Share Scheme of Arrangement”	the proposed scheme of arrangement under Chapter 1 of Part 9 of the Act, and the related reduction of capital, with or subject to any modifications, addition(s) or condition(s) approved or imposed by the Irish High Court and agreed to by CRH in relation to the cancellation of the 7% Preference Shares;
“7% Preference Share Scheme Circular”	the document distributed to the 7% Preference Shareholders on March 27, 2026 in respect of the 7% Preference Share Scheme containing (i) the 7% Preference Share Scheme Document, (ii) the notice of the 7% Preference Share Scheme Meeting, (iii) an explanatory statement as required by Section 452 of the Act with respect to the 7% Preference Share Scheme (as also set out in ‘Part II - 7% Preference Share Scheme of Arrangement Explanatory Statement’ of Annex C to the Proxy Statement), (iv) the form of proxy, and (v) the accompanying cover letter;
“7% Preference Share Scheme Document”	the document as set out in ‘Part I – 7% Preference Share Scheme of Arrangement’ of Annex C to the Proxy Statement, and as also distributed to 7% Preference Shareholders as part of the 7% Preference Share Scheme Circular;
“7% Preference Share Scheme Meeting”	the meeting of the 7% Preference Shareholders convened pursuant to the authority of the Board under Section 450(1) of the Act (and any adjournment of such meeting), to be held at 10:00 a.m. on May 21, 2026 at the offices of Arthur Cox LLP, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland for the purposes of considering and, if thought fit, approving the 7% Preference Share Scheme (with or without any modification(s), addition(s) or condition(s) approved or imposed by the Irish High Court), notice of which was sent to the 7% Preference Shareholders on March 27, 2026 and is part of the 7% Preference Share Scheme Circular;
“7% Preference Shareholders”	Holders of the 7% Preference Shares;

“7% Preference Shares”	the 7% “A” Cumulative Preference Shares of €1.27 each in the share capital of CRH (ISIN IE0001827603), currently admitted to trading on the LSE but expected to be delisted from the LSE on April 20, 2026;
“Act”	the Companies Act 2014 of Ireland (as amended);
“AGM”	the annual general meeting of CRH (and any adjournment thereof) to be held at 11:00 a.m. (Dublin) on Thursday, May 7, 2026 at the Royal Marine Hotel, Marine Road, Dún Laoghaire, Co. Dublin, Ireland;
“AGM Voting Record Time”	7:00 p.m. (Dublin)/3:00 p.m. (New York) on March 11, 2026 for Ordinary Shareholders, and 7:00 p.m. (Dublin)/2:00 p.m. (New York) on May 3, 2026 for 7% Preference Shareholders;
“Articles”	the articles of association of CRH as at the date of the 5% Preference Share Scheme Circular;
“Belgian Law Rights”	the fungible co-ownership rights governed by Belgian law over a pool of book-entry interests in securities of the same issue (i.e. as can be identified by an ISIN) which the EB Participants hold;
“Board of Directors” or “Board”	the board of directors of CRH from time to time;
“Broadridge”	Broadridge Financial Solutions Limited;
“Business Day”	any day, other than a Saturday, Sunday, public holiday or a day on which banks in Ireland, London or in New York are authorised or required by law or executive order to be closed;
“Cancellation Consideration”	the 5% Cancellation Consideration and the 7% Cancellation Consideration
“CDIs”	an English law security issued by the CREST Depository that represents a CREST member’s interest in a 5% Preference Share (including the Belgian Law Rights in respect of a 5% Preference Share);
“Company” or “CRH”	CRH plc, a public limited company incorporated under the Act with registration number 12965 and having its registered office at 42 Fitzwilliam Square, Dublin 2, D02 R279, Ireland;
“CREST Depository”	CREST Depository Limited, a subsidiary of Euroclear UK & International (“EUI”) (or any successor or assignee of it in such capacity from time to time);
“DWT”	Irish dividend withholding tax;
“EB” or “Euroclear Bank”	Euroclear Bank S.A./N.V., an international central depository system based in Belgium;
“EB Nominee”	Euroclear Nominees Limited, a wholly owned subsidiary of Euroclear Bank, established under the laws of England and Wales with registration number 02369969 (or any such successor or assignee of it in such capacity from time to time);
“EB Participant”	a participant in the EB System that has entered into an agreement to participate in the EB System subject to the EB Terms and Conditions;
“EB System”	the securities settlement system operated by Euroclear Bank and governed by Belgian law (or any successor or assignee of it in such capacity from time to time) or any replacement for such system from time to time;
“EB Terms and Conditions”	the document issued by Euroclear Bank entitled “Terms and Conditions governing use of Euroclear” dated June 2025;
“Effective Date”	the date on which the 5% Preference Share Scheme becomes effective in accordance with its terms;
“Effective Time”	the time on the Effective Date at which the 5% Preference Share Scheme Order and a copy of the minute required by Section 86 of the Act are registered by the Registrar of Companies;
“Euro” or “€”	euro, the lawful currency of Ireland;
“Euronext”	the corporate group consisting of Euronext N.V., a company with limited liability (“naamloze vennootschap”) organised under the laws of the Netherlands, Euronext Brussels, Euronext Dublin, Euronext Lisbon, Euronext Paris and Oslo Børs and/or any other subsidiary of Euronext N.V., as the context may require;
“Euronext Dublin”	the Irish Stock Exchange plc, trading as Euronext Dublin incorporated and registered in Ireland under the Act with registered number 539157 (or any successor or assignee of it in such capacity from time to time);
“Euronext Growth Dublin”	a Euronext Growth market operated by Euronext Dublin;
“Euronext Growth”	a multilateral trading facility within the scope of Article 4(1)(22) of MiFID II operated by the respective Euronext Market Undertakings with the commercial name “Euronext Growth”;
“Holder”	in relation to any Ordinary Share and/or Preference Share, the Member whose name is entered in the Register of Members as the holder of that share and any Joint Holder, including any person(s) entitled by transmission;
“Irish High Court”	the High Court of Ireland;
“Irish Revenue”	the Revenue Commissioners of Ireland, the Irish Government agency responsible for customs, excise, taxation and related matters;
“Joint Holder(s)”	the Members whose names are entered in the Register of Members as the joint holders of a 5% Preference Share and includes any person(s) entitled by transmission;
“Latest Practicable Date”	March 11, 2026;
“LSE”	the London Stock Exchange Group plc or the market conducted by it, as the context requires, or any successor or assignee of it in such capacity from time to time or any replacement for such system from time to time;
“Members”	the members of CRH as entered in the Register of Members at any relevant date and “Member” will be interpreted accordingly;

“Ordinary Shareholders”	a Holder of Ordinary Shares;
“Ordinary Shares”	the ordinary shares of €0.32 each in the share capital of CRH;
“Overseas Shareholders”	a 5% Preference Shareholder who is resident in, ordinarily resident in, or a citizen of a jurisdiction outside of Ireland;
“Preference Shares”	the 5% Preference Shares and the 7% Preference Shares;
“Preference Shareholders”	the 5% Preference Shareholders and the 7% Preference Shareholders;
“Preference Share Scheme Circular(s)”	the 5% Preference Share Scheme Circular and/or the 7% Preference Share Scheme Circular, as the context so requires;
“Proxy Statement”	the 2026 Notice of Meeting and Proxy Statement issued to Ordinary Shareholders and 7% Preference Shareholders (and made available to 5% Preference Shareholders for information purposes only) on March 27, 2026 and available on CRH’s website at <a href="http://www.crh.com/investors/shareholder-meetings">www.crh.com/investors/shareholder-meetings</a> ;
“Reduction of Capital”	the reduction of the share capital of CRH by the cancellation of the 5% Preference Share Scheme Shares to be effected as part of the 5% Preference Share Scheme as referred to in Clause 2 of this 5% Preference Share Scheme;
“Register of Members”	the register of members of CRH which is maintained pursuant to Section 169 of the Act;
“Registrar”	Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, or such other registrar as may be appointed by the Company from time to time;
“Registrar of Companies”	the Registrar of Companies in Dublin, Ireland;
“Regulatory Information Service”	a regulatory information service as defined in the Irish Takeover Rules;
“Restricted Jurisdiction”	any jurisdiction in respect of which it would be unlawful for the 5% Preference Share Scheme Circular to be released, published or distributed, in whole or in part;
“Restricted Overseas Shareholder”	a 5% Preference Shareholder (including an individual, partnership, unincorporated syndicate, limited liability company, unincorporated organisation, trust, trustee, executor, administrator or other legal representative) in, or resident in, or any 5% Preference Shareholder whom CRH believes to be in, or resident in, a Restricted Jurisdiction;
“Scheme Document(s)”	the 5% Preference Share Scheme Document and/or the 7% Preference Share Scheme Document, as the context so requires;
“Scheme Meeting(s)”	the 5% Preference Share Scheme Meeting and/or the 7% Preference Share Scheme Meeting as the context so requires;
“Scheme(s)” or “Scheme(s) of Arrangement”	the 5% Preference Share Scheme and/or the 7% Preference Share Scheme, as the context so requires;
“Tax Treaty Country”	a country which has signed a Double Taxation Agreement with Ireland;
“TCA”	Taxes Consolidation Act 1997;
“Voting Record Time”	7:00 p.m. (Dublin) on May 17, 2026 or, if the 5% Preference Share Scheme Meeting is adjourned, on the day that is four days before the day appointed for the adjourned meeting;

and unless otherwise specified, references to Clauses are Clauses of this 5% Preference Share Scheme.

## 2. Cancellation of the 5% Preference Share Scheme Shares

Pursuant to Sections 84 to 86 and Chapter 1 of Part 9 of the Act and Article 54 of the Articles, and upon and with effect from the Effective Time, the issued share capital of CRH shall be reduced by cancelling and extinguishing all of the 5% Preference Share Scheme Shares, and thereby reducing the amount standing to the credit of the Company’s preference share capital account by an amount equal to the nominal value of the 5% Preference Share Scheme Shares at the Effective Time, being a sum of €63,500.

## 3. Consideration for the Cancellation of the 5% Preference Share Scheme Shares

- 3.1 In consideration for the cancellation of the 5% Preference Share Scheme Shares pursuant to Clause 2, the Company shall pay to (or procure the payment to) each Holder of 5% Preference Share Scheme Shares (as appearing on the Register of Members at the 5% Preference Share Scheme Record Time) an amount in cash equal to €2.54 in respect of each 5% Preference Share Scheme Share cancelled (the “5% Cancellation Consideration”) (without interest and less any applicable withholding taxes (if any) as may be required by law), in accordance with Clause 4 of this 5% Preference Share Scheme. The Company shall procure that the 5% Cancellation Consideration is distributed to such Holders of the 5% Preference Share Scheme Shares within 14 days of the Effective Date in accordance with Clause 4 of this Scheme.
- 3.2 The 5% Cancellation Consideration represents a premium of 100% to the nominal value of each 5% Preference Share, with such premium above nominal value to be paid from the Company’s profits available for distribution, and the nominal value to be paid by repayment of capital. The 5% Cancellation Consideration comprises the entire amount payable in respect of the cancellation of the 5% Preference Shares and there is no separate entitlement or payment in respect of any dividend entitlement unpaid or otherwise accrued up to and including the Effective Time.
- 3.3 Neither CRH nor its agents shall be liable to any 5% Preference Share Scheme Shareholder for any cash payment, dividends or distributions with respect to the 5% Preference Share Scheme Shares delivered to a public official in compliance with any abandoned property, escheat or law permitting attachment of money or property or similar law.

## 4. Settlement of the 5% Cancellation Consideration

- 4.1 Not later than 14 days after the Effective Date, the 5% Cancellation Consideration to which any 5% Preference Share Scheme Shareholder is entitled under the 5% Preference Share Scheme will be distributed in the following manner:
  - (a) in the case of 5% Preference Share Scheme Shares which at the 5% Preference Share Scheme Record Time are in registered

form, in accordance with the provisions of Clause 4.3 of this 5% Preference Share Scheme, by means of a SEPA payment to the 5% Preference Shareholder's nominated bank account for CRH distributions in respect of the 5% Preference Shares (unless such Holder of the 5% Preference Share Scheme Shares notifies the Registrar in writing prior to the 5% Preference Share Scheme Record Time revoking that mandate and requesting that the 5% Cancellation Consideration be paid by cheque, in the same manner as those without a bank mandate in place or to an alternate bank account) or, absent a bank mandate being recorded on the Register of Members by the 5% Preference Share Scheme Record Time, by the despatch of cheques payable in Euro (€) for the sums payable to them, in accordance with Clause 3.1 of this 5% Preference Share Scheme and Article 137 of the Articles; or

- (b) in the case of 5% Preference Share Scheme Shares which at the 5% Preference Share Scheme Record Time are in unregistered form (i.e. held through the EB System), by electronically transferring the sum to Euroclear Bank and the cash to which the 5% Preference Share Scheme Shareholder is entitled will be paid in euro (€) by means of the EB System.

- 4.2 As from the 5% Preference Share Scheme Record Time, each holding of 5% Preference Share Scheme Shares credited to any securities clearance account in the EB System shall be disabled and all 5% Preference Share Scheme Shares will be removed from the EB System in due course.
- 4.3 Consideration payable to 5% Preference Shareholders with dividend bank mandates shall be paid by means of SEPA. All despatches of cheques required to be made pursuant to this 5% Preference Share Scheme shall be effected by sending the same through the post in prepaid envelopes addressed to the Holders entitled thereto at their respective registered addresses as appearing in the Register of Members at the 5% Preference Share Scheme Record Time (or, in the case of Joint Holders, at the registered address of that one of the Joint Holders whose name stands first in the said Register of Members in respect of such joint holding at the 5% Preference Share Scheme Record Time) or in accordance with any special instructions regarding communications, and neither CRH nor its respective agents shall be responsible for any loss or delay in the transmission of any cheques sent in accordance with this Clause 4.3, which shall be sent at the risk of persons entitled thereto.
- 4.4 All cheques drawn in accordance with this Clause 4 shall be in Euro (€) and, subject to Clause 4.5, shall be made payable to the 5% Preference Share Scheme Shareholder or, in the case of Joint Holders, to that one Joint Holder who is the first named Holder of the 5% Preference Share Scheme Shares concerned, or as otherwise properly directed by the persons entitled thereto, and the despatch of any such cheque shall be a complete discharge to CRH for the moneys represented thereby.
- 4.5 Each mandate in force on the Effective Date relating to the payment of dividends or other distributions on any 5% Preference Share Scheme Shares and other instructions given to CRH by Holders of the 5% Preference Shares shall, unless notice of revocation of such instructions is received by the Registrar prior to the 5% Preference Share Scheme Record Time, be deemed to be an effective mandate or instruction to CRH to pay and dispatch the 5% Cancellation Consideration payable under Clause 3 in accordance with such mandate.

## **5. Certificates for 5% Preference Share Scheme Shares**

With effect from the Effective Date, (i) except for the payment obligations required to be made under Clause 4, Euroclear Bank shall be instructed to disable the entitlements to 5% Preference Share Scheme Shares of Holders of 5% Preference Share Scheme Shares in unregistered form and (ii) any certificates or other statements of ownership representing 5% Preference Share Scheme Shares shall cease to have effect as documents of title to the shares comprised therein and every holder thereof shall be bound at the request of CRH to deliver up such certificates and/or statements to CRH as CRH may direct.

## **6. Conditions of the 5% Preference Share Scheme of Arrangement**

The 5% Preference Share Scheme will not be completed unless, among other things, the following conditions are satisfied or, if allowed by law, waived:

- (a) approval of the 5% Preference Share Scheme by the 5% Preference Shareholders who represent at least 75% in value of the members present and voting either in person or by proxy at the 5% Preference Share Scheme Meeting, and with the quorum of at least two persons holding or representing in person or by proxy at least one-third in nominal value of the 5% Preference Shares in issue being satisfied at the 5% Preference Share Scheme Meeting;
- (b) each of Proposals 8, 9, 10 and 11 (set out in the Proxy Statement) are duly passed by the requisite majorities of Ordinary Shareholders (and 7% Preference Shareholders, voting with the Ordinary Shareholders, in respect of Proposal 9 only) at the AGM (or any adjournment of such meeting);
- (c) the sanction by the Irish High Court of the 5% Preference Share Scheme (with or without any modification(s), addition(s) or condition(s) approved or imposed by the Irish High Court) pursuant to section 453 of the Act, and the confirmation of the Reduction of Capital involved therein by the Irish High Court;
- (d) the delivery of a copy of the 5% Preference Share Scheme Order, together with the minute required by Section 86 of the Act, to the Registrar of Companies for registration in accordance with Section 454 of the Act, and registration of the 5% Preference Share Scheme Order and minute confirming the Reduction of Capital by the Registrar of Companies; and
- (e) the Board not having resolved to abandon, discontinue and/or withdraw the 5% Preference Share Scheme prior to the 5% Preference Share Court Hearing.

## **7. Delisting from Euronext Growth Dublin**

In connection with the cancellation of the 5% Preference Shares, the Company has applied to Euronext Growth Dublin for the cancellation of the listing and admission to trading of the 5% Preference Shares on Euronext Growth Dublin, with such delisting being subject to receipt of the requisite approvals for the cancellation of the 5% Preference Shares at the AGM and the 5% Preference Share Scheme Meeting. If the 5% Preference Share Scheme becomes effective, approval by the requisite majority of 5% Preference Shareholders of the 5% Preference Share Scheme shall be deemed to be their consent to the cancellation of the listing and admission to trading of the 5% Preference Shares from Euronext Growth Dublin. If the 5% Preference Share Scheme becomes effective, the delisting from Euronext Growth Dublin is expected to take effect on or around the Effective Time.

## **8. Overseas Shareholders**

- 8.1 The provisions of Clauses 2, 3 and 4 shall be subject to any prohibition or condition imposed by law.

8.2 Notwithstanding the provisions of Clause 8.1, CRH retains the right to permit the release, publication or distribution of the 5% Preference Share Scheme Circular (or any parts thereof) and/or the Proxy Statement to any Restricted Overseas Shareholder who satisfies CRH (in its sole discretion) that doing so will not infringe the laws of the relevant Restricted Jurisdiction, or require compliance with any governmental or other consent or any registration, filing or other formality that CRH is unable to comply with or which CRH regards as unduly onerous to comply with.

**9. The Effective Time**

This 5% Preference Share Scheme shall become effective as soon as a copy of the 5% Preference Share Scheme Order and a copy of the minute required by Section 86 of the Act have been delivered to the Registrar of Companies for registration and registered by the Registrar of Companies. This is subject to CRH not having agreed prior to the Effective Date, with the consent of the Irish High Court (where required), not to proceed with the 5% Preference Share Scheme and in such case all undertakings given to the Irish High Court in respect of this 5% Preference Share Scheme shall be deemed to have lapsed with immediate effect.

**10. Modification**

CRH may consent on behalf of all persons concerned to any modification of or addition to this 5% Preference Share Scheme or any condition that the Irish High Court may approve or impose.

**11. Costs**

The costs of the 5% Preference Share Scheme, including costs of the preparation, approval and implementation of the 5% Preference Share Scheme, will be paid by CRH.

**12. Governing Law**

This 5% Preference Share Scheme shall be governed by, and construed in accordance with, the laws of Ireland. CRH and the 5% Preference Share Scheme Shareholders hereby agree that the Irish High Court shall have exclusive jurisdiction to hear and determine any suit, action or proceeding or to settle any dispute which may arise in relation thereto and the sanction thereof.

**Date: March 27, 2026**

# Annex B – Part II – 5% Preference Share Scheme Of Arrangement Explanatory Statement

**The information contained in Annexes B and C of this Proxy Statement is not required to be included pursuant to the rules and regulations of the U.S. Securities and Exchange Commission, and is included solely to comply with the requirements of the Companies Act 2014 in order to provide the information required under such laws applicable to Preference Shareholders (in compliance with Section 452 of the Companies Act 2014). This “5% Preference Share Scheme of Arrangement Explanatory Statement” sets out the explanatory statement in respect of the 5% Preference Share Scheme for the purposes of Section 452 of the Act.**

Capitalised terms used but not defined in this “5% Preference Share Scheme of Arrangement Explanatory Statement” have the meaning ascribed to such terms in the “5% Preference Share Scheme of Arrangement”. To each 5% Preference Share Scheme Shareholder at the 5% Preference Share Scheme Meeting. Recommended Cancellation of the 5% Preference Shares to be implemented by way of a Scheme of Arrangement under Chapter 1 of Part 9 of the Act, and a capital reduction under Sections 84 and 85 of the Act.

## 1. Overview

- 1.1. On March 13, 2026, following a review of its LSE Ordinary Share listing as well as its preference share capital structure, CRH announced its intention to delist the Ordinary Shares and 7% Preference Shares from the LSE, and subject to approval by Ordinary Shareholders and Preference Shareholders, to cancel the 5% Preference Shares and 7 Preference Shares. As part of that review, the Board carefully considered, amongst other factors, the additional cost and regulatory and administrative obligations arising from retaining the 5% Preference Shares and the 7% Preference Shares. Following completion of the review, the Board concluded that it is in the best interests of CRH and its Ordinary Shareholders and Preference Shareholders as a whole to seek to simplify the Company’s share capital structure, and reduce certain regulatory and administrative obligations applicable to it, by retiring CRH’s two classes of legacy Preference Shares (and delisting the 5% Preference Shares from Euronext Growth Dublin) in exchange for cash consideration, subject to approval of the Ordinary Shareholders and the Preference Shareholders.
- 1.2. The total par value of the issued and outstanding legacy Preference Shares is €1,170,940, and there has been very little reported trading in the Preference Shares over the past decade, leaving the Preference Shareholders with limited opportunity to sell their shares. The proposed cancellations of the Preference Shares will provide the Preference Shareholders with the opportunity to convert their illiquid assets into cash at a significant premium. CRH is required to comply with various administrative and regulatory requirements associated with the Preference Shares. CRH believes that these compliance and other administrative burdens are disproportionate to the value of the Preference Shares and the small percentage of the Company’s total issued share capital that they represent (approximately .5%) as of the Latest Practicable Date. The Board believes that the cancellations of the Preference Shares, if implemented, would yield a number of efficiencies for CRH and its shareholders, through simplifying the Company’s capital structure and streamlining applicable regulatory requirements, while providing an opportunity to Preference Shareholders to monetize their holdings.
- 1.3. CRH proposes to cancel its two classes of Preference Shares (the “Preference Share Cancellations”) pursuant to two separate schemes of arrangement under Chapter 1 of Part 9 of the Act. A scheme of arrangement is a court-approved arrangement between a company and its shareholders carried out in accordance with the Act. The Preference Share Cancellations will also involve the associated reduction of capital under the Act to cancel the Preference Shares. Each of the Schemes of Arrangement and the related reduction of capital require the approval of the Irish High Court.
- 1.4. The 5% Preference Shares are currently admitted to trading on Euronext Growth Dublin. The 7% Preference Shares are currently admitted to trading on the LSE but will be delisted with effect from 8:00 a.m. (UK time) on April 20, 2026. The last day of trading of the 7% Preference Shares on the LSE will be April 17, 2026.
- 1.5. The Preference Share Cancellations are subject to certain conditions set forth in the Schemes of Arrangement and will become effective only after all such conditions have been satisfied or, if allowed by law, waived. Each Preference Share Cancellation will require, among other things: (i) approval at the AGM of each of Proposals 8, 9, 10 and 11 (as set out in the Proxy Statement), (ii) approval by the applicable class of Preference Shareholders at the Scheme Meetings, and (iii) the sanction of the applicable Scheme, and the confirmation of the applicable reduction of capital, by the Irish High Court.
- 1.6. Subject to the satisfaction or, if allowed by law, waiver of the conditions, at the Effective Time, all Preference Shares will be cancelled pursuant to Sections 84 to 86 of the Act in accordance with the terms of each Scheme. The conditions to each of the Preference Share Cancellations are set out in Clause 6 of the applicable Scheme Document.
- 1.7. Under the terms of the proposed Schemes each class of Preference Shareholders will receive cancellation consideration of an amount equal to 40 times the annual dividend per Preference Share. This reflects a value determined by reference to the annual dividend per Preference Share capitalized at a rate of 2.5156% or approximately 100bps below the 30-year Bund rate as of March 12, 2026. Under the terms of the proposed Schemes: (i) the 5% Preference Shareholders will receive the 5% Cancellation Consideration, representing 200% of the nominal value per share, and (ii) the 7% Preference Shareholders will receive the 7% Cancellation Consideration, representing 280% of the nominal value per share. The premium above nominal value will be paid from the Company’s profits available for distribution, and the nominal value will be paid by way of repayment of capital. The Cancellation Consideration comprises the entire amount payable in respect of the cancellation of the Preference Shares and there is no separate entitlement or payment in respect of any dividend entitlement unpaid

or otherwise accrued up to and including the Effective Time. The total aggregate payment in consideration for the cancellation of the Preference Shares will be €3.23 million (approximately \$3.75 million). Given historic low levels of trading for the Preference Shares on their respective exchanges (including predecessor exchanges), it is not possible to identify the market value of the Preference Shares and the extent to which the Cancellation Consideration amounts to a premium to the market value of the Preference Shares. However, the Board believes that the Cancellation Consideration represents a significant premium to the value of the Preference Shares.

- 1.8. The Company has applied to the UK Financial Conduct Authority (the "FCA") and the LSE respectively for the listing of the 7% Preference Shares on the official list of the FCA to be cancelled and for the admission to trading of the 7% Preference Shares on the Main Market of the LSE to be cancelled, with such delisting to become effective from 8:00 a.m. (UK time) on April 20, 2026. The Company has also applied to Euronext Growth Dublin for the cancellation of the listing and admission to trading of the 5% Preference Shares on Euronext Growth Dublin, with such delisting being subject to receipt of the requisite approvals for the cancellation of the 5% Preference Shares at the AGM and the 5% Preference Share Scheme Meeting. If the 5% Preference Share Scheme becomes effective, the delisting from Euronext Growth Dublin is expected to take effect on or around the Effective Time.
- 1.9. The text of each Scheme of Arrangement is set out in full in Part I of Annex B and Annex C of the Proxy Statement and in the applicable Preference Share Scheme Circular.

#### The 5% Preference Share Scheme

- 1.10. If the requisite approvals are obtained at the AGM and the 5% Preference Share Scheme Meeting, CRH will apply to the Irish High Court to set a date for the hearing to sanction the 5% Preference Share Scheme under Section 453(2)(c) of the Act and to confirm the Reduction of Capital. Legal notices advertising the date of the 5% Preference Share Court Hearing will be published following the application by CRH.
- 1.11. If the 5% Preference Share Scheme is implemented, at the Effective Time (i) the 5% Preference Shares will be automatically cancelled, and extinguished in exchange for a cash payment of the 5% Cancellation Consideration to the 5% Preference Share Scheme Shareholders, (ii) the Company's capital will be reduced pursuant to Sections 84 to 86 of the Act by the cancellation of an amount standing to the credit of the Company's preference share capital account equal to the nominal value of the 5% Preference Shares as at the Effective Time (being an amount equal to €63,500), (iii) the Articles will be amended to remove references to the 5% Preference Shares and to include a new Article to facilitate implementation of the 5% Preference Share Scheme, (iv) the authorised share capital of the Company will be varied by the removal of the aggregate amount associated with the 5% Preference Shares, being an amount equal to €190,500, and (v) the listing and the admission to trading of the 5% Preference Shares on Euronext Growth Dublin will be cancelled.
- 1.12. Provided the conditions to the 5% Preference Share Scheme are satisfied or, if permitted by law, waived, the 5% Preference Share Scheme is expected to take effect in accordance with its terms as soon as a copy of the 5% Preference Share Scheme Order sanctioning the 5% Preference Share Scheme together with the minute required by Section 86(1) of the Act have been delivered to the Registrar of Companies for registration and registered by the Registrar of Companies. As at the Latest Practicable Date, the 5% Preference Share Scheme is expected to become effective before the end of July 2026. The timing depends on a number of factors including the availability of the Irish High Court to hear the application to sanction the 5% Preference Share Scheme and, if sanctioned, the date the 5% Preference Share Scheme Order is delivered to and registered by the Registrar of Companies.
- 1.13. Upon the 5% Preference Share Scheme becoming effective, it will be binding on all 5% Preference Shareholders, irrespective of whether or not they attended or voted on the relevant resolutions at the 5% Preference Share Scheme Meeting, or whether they voted in favour of or against the 5% Preference Share Scheme.
- 1.14. The effectiveness of the 5% Preference Share Scheme will be notified to Ordinary Shareholders and Preference Shareholders by (i) an announcement through a Regulatory Information Service, with such announcement being made available on the Company's website, and/ or (ii) in such other manner as the Irish High Court might direct.
- 1.15. The expected dates set out above are subject to change at the discretion of the Board, and any such change will be announced on the Company's website and (where required) in the manner set out in (i) and/or (ii) above.

## 2. Consents and Meetings

- 2.1. The 5% Preference Share Scheme Meeting is being convened pursuant to the authority of the Board to seek the approval of the 5% Preference Share Scheme by the 5% Preference Shareholders as of the Voting Record Time. The 5% Preference Share Scheme Meeting is to be held at the offices of Arthur Cox LLP, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland on May 21, 2026 at 10:30 a.m. (Dublin), or if later, immediately after the conclusion or adjournment of the preceding 7% Preference Share Scheme Meeting.
- 2.2. Notice of the 5% Preference Share Scheme Meeting was distributed to the 5% Preference Shareholders on March 27, 2026 and forms part of the 5% Preference Share Scheme Circular. Entitlement to notice of and/or to vote at the 5% Preference Share Scheme Meeting will be determined by reference to the Register of Members at the Voting Record Time. The purpose of the 5% Preference Share Scheme Meeting is to consider and vote on the 5% Preference Share Scheme. The Irish High Court can only sanction the 5% Preference Share Scheme, and the 5% Preference Share Scheme can only be effective, if it, among other things, is approved by the necessary majority of 5% Preference Shareholders at the 5% Preference Share Scheme Meeting.
- 2.3. In addition to requiring approval at the 5% Preference Share Scheme Meeting, implementation of the 5% Preference Share Scheme also requires approval by the Ordinary Shareholders (and the 7% Preference Shareholders, voting with the Ordinary Shareholders as a single class, for the purposes of Proposal 9 only) of Proposals 8, 9, 10 and 11 at the AGM which are necessary to effect and to implement the 5% Preference Share Scheme, as described below. The AGM is to be held at the Royal Marine Hotel, Marine Road, Dún Laoghaire, Co. Dublin, Ireland on May 7, 2026 at 11:00 a.m. (Dublin), and the Proxy Statement was made available to Ordinary Shareholders and the 7% Preference Shareholders and, for information only, to the 5% Preference Shareholders on March 27, 2026, and is available here: [www.crh.com/investors/shareholder-meetings](http://www.crh.com/investors/shareholder-meetings). Entitlement to notice of and/or to vote at the AGM will be determined by reference to the Register of Members at the AGM Voting Record Time.
- 2.4. The 5% Preference Shares carry limited voting rights, and the Holders of the 5% Preference Shares are not entitled to attend and vote at general meetings unless their dividends are in arrears, or in other limited circumstances. As such, the 5% Preference Shareholders are not

entitled to vote on the resolutions proposed at the AGM, but rather will vote on the 5% Preference Share Scheme at the 5% Preference Share Scheme Meeting.

- 2.5. As of the Latest Practicable Date, 50,000 5% Preference Shares were issued and outstanding and there were 37 registered members in respect of the 5% Preference Shares whose names were registered in the Register of Members.

### **3. The 5% Preference Share Scheme Meeting**

- 3.1. The 5% Preference Share Scheme Meeting has been convened for 10:30 a.m. (Dublin), or if later, immediately after the conclusion or adjournment of the preceding 7% Preference Share Scheme Meeting, on May 21, 2026 to enable the 5% Preference Share Scheme Shareholders to consider and, if thought fit, approve the 5% Preference Share Scheme.
- 3.2. To be passed, the resolution to approve the 5% Preference Share Scheme requires the approval of 5% Preference Shareholders representing at least 75% in value of the 5% Preference Share Scheme Shares held by such holders at the Voting Record Time voting in person or by proxy. The quorum for the 5% Preference Share Scheme Meeting (or at any adjournment of such meeting) shall be at least two persons holding or representing by proxy at least one-third in nominal value of the 5% Preference Shares.
- 3.3. At the 5% Preference Share Scheme Meeting, voting will be by poll and not by a show of hands, and each holder of 5% Preference Share Scheme Shares as at the Voting Record Time who is present (in person or by proxy) will be entitled to one vote for each 5% Preference Share Scheme Share held as of the Voting Record Time.

### **4. The AGM**

- 4.1. In addition to the 5% Preference Share Scheme Meeting, the AGM will take place for the Ordinary Shareholders (and the 7% Preference Shareholders, voting with the Ordinary Shareholders as a single class, for the purposes of Proposal 9 only) to consider and, if thought fit, approve Proposals 8 through 11 at the AGM in connection with the Preference Share Cancellations (which in the case of a special resolution require a vote in favour of not less than three-fourths (75%) of the votes cast in person or by proxy, and in respect of an ordinary resolution requires a simple majority (>50%) of the votes cast in person or by proxy).
- 4.2. The Proposals to be voted upon are set out in full on pages 31 to 38 of the Proxy Statement. In summary, at the AGM, Ordinary Shareholders (and 7% Preference Shareholders, voting with the Ordinary Shareholders as a single class, for the purposes of Proposal 9 only) will be asked to approve: (i) the Schemes and to authorise the directors of CRH to give effect to the Schemes (as described in Proposal 8), (ii) the capital reduction relating to the cancellation of any class(es) of Preference Shares cancelled pursuant to the Schemes (Proposal 9), (iii) a variation in CRH's authorised share capital to remove any cancelled class(es) of Preference Shares (Proposal 10), and (iv) certain amendments to the Articles to remove references to any class(es) of Preference Shares cancelled pursuant to the Schemes (Proposal 11), in each case, subject to (A) the applicable Scheme being approved by the requisite majorities at the applicable Scheme Meeting, (B) the Irish High Court sanctioning the applicable Scheme and confirming the applicable Reduction of Capital, and (C) each of Proposals 8 to 11 being approved by the requisite majorities at the AGM.

### **5. 5% Preference Share Irish High Court Hearing**

- 5.1. If the requisite approvals are obtained at the AGM and the 5% Preference Share Scheme Meeting, the 5% Preference Share Court Hearing to sanction the 5% Preference Share Scheme is expected to be held before the end of July 2026, subject to the discretion of the Irish High Court. All 5% Preference Shareholders of record are entitled to attend the 5% Preference Share Court Hearing in person, or may be represented by counsel or a solicitor at their own expense to support or oppose the sanctioning of the 5% Preference Share Scheme.

### **6. Interests Held by CRH Directors and Executive Officers and the effect of the 5% Preference Share Scheme on their Interests**

- 6.1. No director or executive officer of the Company holds any interests in the 5% Preference Shares, or has any substantial interests, directly or indirectly, in the matters relating to the Preference Share Cancellations. The effect of the 5% Preference Share Scheme on the interests of the CRH directors, does not differ from its effect on the like interests of other persons.

### **7. Amendment or Termination**

- 7.1. The 5% Preference Share Scheme may be amended, modified or supplemented at any time before or after its approval at the 5% Preference Share Scheme Meeting. However, after approval at the 5% Preference Share Scheme Meeting, no amendment, modification or supplement may be made or effected to the 5% Preference Share Scheme that legally requires further approval by the 5% Preference Shareholders without obtaining such approval.
- 7.2. At the 5% Preference Share Court Hearing, the Irish High Court may impose such conditions as it deems appropriate in relation to the 5% Preference Share Scheme. The Board of Directors may consent on behalf of all persons concerned to any modification of or addition to the 5% Preference Share Scheme or any condition that the Irish High Court may approve or impose. The Irish High Court would be unlikely to approve or impose any modification of, or addition to, or a condition to, the 5% Preference Share Scheme which might be materially adverse to the interests of the 5% Preference Shareholders, unless such 5% Preference Shareholders were informed of any such modification, addition or condition. It would be a matter for the Irish High Court to decide in its discretion whether or not a further meeting or meetings of the 5% Preference Shareholders should be held in these circumstances. Similarly, if a modification, addition or condition is put forward which, in the opinion of the Board of Directors, is of such a nature or importance that it requires the consent of 5% Preference Shareholders at a further meeting or meetings, the Board of Directors will not take the necessary steps to enable the 5% Preference Share Scheme to become effective unless and until such consent is obtained.

### **8. Settlement, Listing and Dealings**

- 8.1. The Company has applied to Euronext Growth Dublin for the cancellation of the listing and admission to trading of the 5% Preference Shares on Euronext Growth Dublin, with such delisting being subject to receipt of the requisite approvals for the cancellation of the 5% Preference Shares at the AGM and the 5% Preference Share Scheme Meeting. If the 5% Preference Share Scheme becomes effective, the last day of dealings in the 5% Preference Shares on Euronext Growth Dublin is currently expected to be on or around the Effective Date. No transfers of 5% Preference Shares will be registered after this date.
- 8.2. Where, at the 5% Preference Share Scheme Record Time, a person holds 5% Preference Shares in registered form, payment of the 5% Cancellation Consideration will be paid in accordance with Clause 3 and Clause 4 of the 5% Preference Share Scheme Document by

cheque payable in Euro (€) for the sums payable to them dispatched by ordinary prepaid post save that 5% Preference Shareholders that hold their 5% Preference Shares in registered form and have a valid bank mandate in place with the Registrar for the purposes of receiving 5% Preference Share distributions into that bank account, will receive cash due under the 5% Preference Share Scheme into that bank account as described in Clauses 3 and 4 of the 5% Preference Share Scheme Document.

- 8.3. Where, at the 5% Preference Share Scheme Record Time, a 5% Preference Shareholder holds 5% Preference Shares in unregistered form (i.e. through the EB System), the 5% Cancellation Consideration to which such 5% Preference Shareholder is entitled will be paid in Euro (€) by means of the EB System by CRH procuring the electronic transfer of the sum payable to Euroclear Bank as described in Clauses 3 and 4 of the 5% Preference Share Scheme Document.

## 9. Tax Information in Respect of the 5% Preference Share Scheme

THE TAX CONSIDERATIONS SUMMARISED BELOW ARE FOR GENERAL INFORMATION ONLY AND ARE IN RESPECT OF TAX CONSIDERATIONS OF THE SCHEMES ONLY. EACH 5% PREFERENCE SHAREHOLDER SHOULD CONSULT HIS OR HER OWN TAX ADVISER AS TO THE PARTICULAR TAX CONSEQUENCES THAT MAY APPLY TO SUCH PREFERENCE SHAREHOLDER.

### Irish Tax Considerations

#### Scope of Summary

- 9.1. The following is a summary of the material Irish tax considerations applicable to the persons who are the ultimate owners of the 5% Preference Shares for Irish tax purposes and references to “5% Preference Shareholders” in this summary in paragraph 9 should be read accordingly.
- 9.2. References to “Non-Irish Holders” in this paragraph 9 are to 5% Preference Shareholders who: are the absolute beneficial owners of their 5% Preference Shares; are neither resident (nor, in the case of individuals, ordinarily resident) in Ireland for Irish tax purposes; and the 5% Preference Shares have not at any time been (i) used in or for the purposes of a trade carried on by that 5% Preference Shareholder through an Irish branch or agency; nor (ii) used, held or acquired for use by or for the purposes of such branch or agency.
- 9.3. This summary is based on existing Irish tax law and the published practice of the Irish Revenue in or around the date of this document. Changes in law and/or administrative practice may result in a change in the Irish tax considerations described below, possibly with retrospective effect. Furthermore, we can provide no assurances that the tax consequences contained in this summary will not be challenged by the Irish Revenue or will be sustained by an Irish court if they were to be challenged. This summary does not constitute legal or tax advice and is intended only as a general guide. The summary is not exhaustive, and 5% Preference Shareholders should consult their own tax advisors regarding the Irish tax consequences (and tax consequences under the laws of other relevant jurisdictions) of the acquisition, ownership and disposal of 5% Preference Shares pursuant to the Schemes. The summary applies only to certain categories of person and, in particular, may not apply to such persons as dealers in securities, trustees, insurance companies, collective investment schemes, persons who acquired their 5% Preference Shares or, who are deemed to have acquired their 5% Preference Shares, by virtue of an office or employment (performed or carried on to any extent in Ireland) or entities associated with the Company (being entities (i) which are, directly or indirectly, entitled to more than 50% of the ownership rights, voting power or profits of the Company (or entities in which the Company holds such an entitlement), (ii) which have definite influence in the Company (or entities in which the company has such influence); or (iii) where a third entity has such entitlements or influence in respect of another entity and the Company).
- 9.4. The law or practice of Irish Revenue may change, prospectively or retroactively, which could increase, reduce or mitigate possible tax consequences for 5% Preference Shareholders. Also, the assumed practices may not be issued by the Irish Revenue. The position under current Irish law is uncertain and CRH makes no assurances on the tax position for Preference Shareholders.
- 9.5. PREFERENCE SHAREHOLDERS WHO ARE IN ANY DOUBT ABOUT THEIR TAX POSITION AND / OR MAY BE SUBJECT TO TAXATION IN ANY JURISDICTION OTHER THAN IRELAND ARE STRONGLY RECOMMENDED TO CONSULT AN APPROPRIATELY QUALIFIED INDEPENDENT PROFESSIONAL ADVISER IMMEDIATELY.

### Irish Capital Gains Tax

#### Non-Irish resident shareholders

- 9.6. In general, a non-Irish 5% Preference Shareholder should not be within the charge to Irish capital gains tax, referred to as “Irish CGT”, or corporation tax on chargeable gains (as applicable) on the disposal of their 5% Preference Shares pursuant to the 5% Preference Share Scheme.
- 9.7. A 5% Preference Shareholder who is an individual and who is temporarily non-resident in Ireland may, under Irish anti-avoidance legislation, be liable to Irish CGT on any chargeable gain realised on the disposal of their 5% Preference Shares during the period in which the individual is a non-resident.

#### Irish resident shareholders

- 9.8. 5% Preference Shareholders that are resident or ordinarily resident in Ireland for Irish tax purposes or that have used their 5% Preference Shares in or for the purposes of a trade carried on by the 5% Preference Shareholder in Ireland through a branch or agency, or whose 5% Preference Shares were used or held or acquired for use by or for the purposes of such a branch or agency (each an “Irish Holder”) will, subject to the availability of any exemptions and reliefs, generally be within the charge to Irish CGT on the disposal of their 5% Preference Shares pursuant to the Schemes.
- 9.9. For the purpose of Irish CGT, an Irish Holder should be treated as having made a disposal of their 5% Preference Shares for consideration of an amount equal to the cash received for the cancellation of the 5% Preference Shares pursuant to the Scheme. This may, subject to the Irish Holder’s individual circumstances and any available exemption or relief, give rise to a chargeable gain (or allowable loss) for the purposes of Irish CGT. Irish CGT applies a rate of 33% on any chargeable gain (subject to any available exemption or relief).

### Irish Dividend Withholding Tax

- 9.10. Payments made by CRH to 5% Preference Shareholders under the Schemes for the redemption, repayment or purchase of its 5% Preference Shares will not be subject to DWT in Ireland where the arrangement does not form part of a scheme the main purpose of which is to enable the owner of the shares to participate in the profits of the company without receiving a dividend. Unless exempted, any

dividends or other relevant distributions paid by CRH to 5% Preference Shareholders under the Schemes will be subject to withholding at the standard rate of income tax (currently 25%). The withholding tax requirement will not apply to distributions paid to certain categories of Irish resident 5% Preference Shareholders or to distributions paid to certain categories of non-Irish resident 5% Preference Shareholders.

- 9.11 The following Irish resident 5% Preference Shareholders, inter alia, are exempt from withholding if, on a timely basis in advance of the payment of any relevant dividend they make an appropriate declaration of entitlement to exemption to CRH:
- (a) Irish resident companies;
    - (i) pension schemes approved by the Irish Revenue;
    - (ii) qualifying fund managers or qualifying savings managers in relation to approved retirement funds or approved minimum retirement funds;
    - (iii) PRSA administrators who receive the relevant distribution as income arising in respect of PRSA assets;
    - (iv) qualifying employee share ownership trusts;
    - (v) collective investment undertakings;
    - (vi) tax-exempt charities;
    - (vii) designated brokers receiving the distribution for special portfolio investment accounts;
    - (viii) any person who is entitled to exemption from income tax under Schedule F on dividends in respect of an investment in whole or in part of payments received in respect of a civil action or from the Personal Injuries Assessment Board for damages in respect of mental or physical infirmity;
    - (ix) certain qualifying trusts established for the benefit of an incapacitated individual and/or persons in receipt of income from such a qualifying trust;
    - (x) any person entitled to exemption to income tax under Schedule F by virtue of section 192(2) of the TCA;
    - (xi) unit trusts to which section 731(5)(a) of the TCA applies; and
    - (xii) certain Irish Revenue-approved amateur and athletic sport bodies.
- 9.12 The following non-resident 5% Preference Shareholders are exempt from withholding if they make to CRH, in advance of payment of any dividend, an appropriate declaration of entitlement to exemption:
- (a) persons (other than a company) who (i) are neither resident nor ordinarily resident in Ireland and (ii) are resident for tax purposes in (a) a Tax Treaty Country or (b) an EU member state other than Ireland;
  - (b) companies not resident in Ireland which are resident in an EU member state or a Tax Treaty Country and are not controlled, directly or indirectly, by an Irish resident or Irish residents;
  - (c) companies not resident in Ireland which are directly or indirectly controlled by a person or persons who are, by virtue of the law of a Tax Treaty Country or an EU member state, resident for tax purposes in a Tax Treaty Country or an EU member state other than Ireland and which are not controlled directly or indirectly by persons who are not resident for tax purposes in a Tax Treaty Country or EU member state;
  - (d) companies not resident in Ireland, the principal class of shares of which is substantially and regularly traded on a recognised stock exchange in a Tax Treaty Country or an EU member state including Ireland or on an approved stock exchange; or
  - (e) companies not resident in Ireland that are 75% subsidiaries of a single company, or are wholly-owned by two (2) or more companies, in either case the principal classes of shares of which is or are substantially and regularly traded on a recognised stock exchange in a Tax Treaty Country or an EU member state including Ireland or on an approved stock exchange.
- 9.13 In the case of an individual non-Irish resident 5% Preference Shareholder resident in an EU member state or Tax Treaty Country, the declaration must be accompanied by a current certificate of tax residence from the tax authorities in the 5% Preference Shareholder's country of residence. In the case of both an individual and corporate non-Irish resident 5% Preference Shareholder resident in an EU member state or Tax Treaty Country, the declaration must also contain an undertaking that he, she or it will advise the Company accordingly if he, she or it ceases to meet the conditions to be entitled to the DWT exemption. No declaration is required if the 5% Preference Shareholder is a 5% parent company in another EU member state in accordance with section 831 of the TCA.
- 9.14 Investors who hold their shares through a qualifying intermediary should make the appropriate declaration of entitlement to exemption on a timely basis to that intermediary.

#### **Irish Stamp Duty**

- 9.15 5% Preference Shareholders will not be chargeable to Irish stamp duty on the disposal of their 5% Preference Shares under the 5% Preference Share Scheme.

#### **10. Overseas Shareholder**

- 10.1. As regards Overseas Shareholders, the 5% Preference Share Scheme may be affected by the laws of the relevant jurisdictions. Such Overseas Shareholders should inform themselves about and observe any applicable legal requirements. It is the responsibility of Overseas Shareholders to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.
- 10.2. This explanatory statement has been prepared for the purposes of complying solely with the laws of Ireland, in particular with Section 452 of the Act, and the information disclosed may be different from that which would have been disclosed if this document had been prepared in accordance with the laws of jurisdictions outside Ireland. Overseas Shareholders are encouraged to consult their local tax advisor.

## 11. 5% Preference Share Forms of Proxy

- 11.1. 5% Preference Shareholders who hold their 5% Preference Shares in their own name as of the date of this document have been sent a 5% Preference Share Form of Proxy for the 5% Preference Share Scheme Meeting. 5% Preference Shareholders are strongly encouraged to complete and return their 5% Preference Share Forms of Proxy as soon as possible.

## 12. Action to be Taken

- 12.1. You will find enclosed with the 5% Preference Share Scheme Circular (i) the full terms of the 5% Preference Share Scheme of Arrangement, (ii) the formal notice of the 5% Preference Share Scheme Meeting, and (iii) the 5% Preference Share Form of Proxy for use at the 5% Preference Share Scheme Meeting. Your attention is drawn to the “Notes” section at the end of the notice of the 5% Preference Share Scheme Meeting.
- 12.2. It is important that as many votes as possible are cast at the 5% Preference Share Scheme Meeting so that the Irish High Court may be satisfied that there is a fair and reasonable representation of the opinion of 5% Preference Shareholders as of the Voting Record Time when it is considering whether to sanction the 5% Preference Share Scheme. In addition, the quorum required for the 5% Preference Share Scheme Meeting (or at any adjournment of such meeting) shall be at least two persons holding or representing in person or by proxy at least one-third in nominal value of the 5% Preference Shares. You are therefore strongly encouraged to complete and return your 5% Preference Share Form of Proxy in accordance with the deadlines set out below.

## Registered Shareholders

- 12.3 For 5% Preference Shareholders whose name appears on the Register of Members (i.e. those who hold their 5% Preference Shares directly on the Register of Members and who therefore do not hold their interests in 5% Preference Shares as Belgian Law Rights through the EB System or as CDIs through the CREST securities settlement system (“CREST”), you may appoint a proxy by completing the enclosed 5% Preference Share Form of Proxy. To be valid, the 5% Preference Share Form of Proxy 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 Registrar by post to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland in the enclosed reply paid envelope or by hand during normal business hours by no later than 10.30 a.m. (Dublin) on May 19, 2026 (being 48 hours prior to the 5% Preference Share Scheme Meeting).
- 12.4 5% Preference Shareholders who wish to submit proxies by electronic means may do so up to the same deadline (i.e. not later than 48 hours prior to the meeting) by visiting [www.exproxyappointment.com](http://www.exproxyappointment.com) or scanning the QR code and following the instructions on the 5% Preference Share Form of Proxy. 5% Preference Shareholders who have any queries in relation to the proxy appointment process, do not receive a 5% Preference Share Form of Proxy by post, or who wish to be sent paper copies of documents relating to the 5% Preference Share Scheme Meeting, should contact the Registrar (Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland or telephone (+353 (1) 6968467)). The completion of a 5% Preference Share Form of Proxy will not preclude you from attending the 5% Preference Share Scheme Meeting and voting in person, if you wish to do so.

## Holdings in Uncertificated Form as an EB Participant

- 12.5 5% Preference Shareholders who hold interests in the 5% Preference Shares through a participant account in the EB System can submit electronic voting instructions in the manner described in the document issued by Euroclear Bank entitled ‘Euroclear Bank as issuer CSD for Irish corporate securities’ and available on the Euroclear Bank website ([www.euroclear.com](http://www.euroclear.com)).
- 12.6 EB Participants can either send: electronic voting instructions to instruct EB Nominees to, either itself, or by appointing the Chair of the 5% Preference Share Scheme Meeting as a proxy to:
- vote in favour of the 5% Preference Share Scheme;
  - vote against the 5% Preference Share Scheme;
  - abstain in respect of the 5% Preference Share Scheme; and/or
  - give a discretionary vote to the Chair of the 5% Preference Share Scheme Meeting in respect of the 5% Preference Share Scheme; or
  - give a proxy voting instruction to appoint a third party (other than EB Nominee or the Chair of the 5% Preference Share Scheme), who may be a corporate representative or the EB Participant themselves, to attend the meeting and vote the number of 5% Preference Shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address). There is no facility to offer a letter of representation or to appoint a corporate representative other than through submission of third party proxy appointment instructions.

Further detail in relation to the procedures for voting in respect of shares held through an EB Participant is set out in the “Notes” section in the Notice of the 5% Preference Share Scheme Meeting. While the voting deadline will be confirmed by Euroclear Bank and notified by it to EB Participants, Euroclear Bank will, wherever practical, aim to have a voting instruction deadline of one hour prior to the Company’s proxy appointment deadline (being 48 hours before the time appointed for the 5% Preference Share Scheme Meeting or any adjournment thereof).

## Holdings through CDIs in CREST

- 12.7 As of the Latest Practicable Date, no 5% Preference Shareholders hold their interests in 5% Preference Shares through CDIs, but the information below has been included in the event this changes before the Voting Record Time.
- 12.8 Voting instructions for 5% Preference Shareholders who hold interests in the 5% Preference Shares as CDIs in the CREST system are to be received via Broadridge. Further details on this service are set out on the ‘All you need to know about SRD II in Euroclear UK & Ireland’ webpage of the Euroclear Bank website ([www.euroclear.com](http://www.euroclear.com)) which is accessible to CREST participants (see section CREST International Service – Proxy voting).

- 12.9 CDI holders will be required to use the EUI proxy voting service facilitated by the Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions, as required. To facilitate client set up, CDI holders who wish to participate in the proxy voting service, will need to complete a Meetings and Voting Client Set-up Form (CRT408), a copy of which is available on the Euroclear Bank website ([www.euroclear.com](http://www.euroclear.com)) which is accessible to CREST participants. Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: [uk-membership@euroclear.com](mailto:uk-membership@euroclear.com). Fully completed and returned application forms will be shared with Broadridge by EUI. This will enable Broadridge to contact a shareholder and share further detailed information on the service offering and initiate the process for granting their access to the Broadridge platform.
- 12.10 Further detail in relation to the procedures for voting in respect of shares held through CDIs is set out in the “Notes” section in the Notice of the 5% Preference Share Scheme Meeting. While the voting deadline will be confirmed by, or on behalf of Euroclear UK (by Broadridge) and notified by them to CDI holders, the voting deadline for holders of CDIs in respect of the 5% Preference Share Scheme Meeting is expected to be two Business Days prior to Euroclear Bank’s voting instruction deadline.
- 12.11 5% Preference Shareholders should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxies and voting instructions for the 5% Preference Share Scheme Meeting through the respective systems.
- 12.12 If you have any queries in relation to action to be taken, please contact the Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, on (+353 (1) 6968467) between 9.00 a.m. and 5.00 p.m. Monday to Friday (other than bank holidays in Ireland). For legal reasons, the Registrar will not be able to provide advice on the merits of the cancellation itself or give financial, legal or tax advice.

**13. Further Information**

- 13.1. The terms of the 5% Preference Share Scheme are set out in full in “Part I – The 5% Preference Share Scheme of Arrangement” of Annex B to the Proxy Statement and the 5% Preference Share Scheme Circular.
- 13.2. Further information regarding the Preference Share Cancellations is set out in the FAQs Regarding the LSE Delisting and Preference Share Cancellations at Annex E of the Proxy Statement, which are available on the Company’s website, [www.crh.com](http://www.crh.com) under the heading “Shareholder Center”.

**14. Board Recommendation**

- 14.1. The Board considers the Preference Share Cancellations to be in the best interests of CRH and its Ordinary Shareholders and Preference Shareholders as a whole. Your vote is very important. Whether or not you plan to attend the 5% Preference Share Scheme Meeting, please take appropriate action to make sure your 5% Preference Shares are represented and voted at the 5% Preference Share Scheme Meeting.
- 14.2. Accordingly, the Board unanimously recommends that you vote “FOR” the approval of the 5% Preference Share Scheme at the 5% Preference Share Scheme Meeting.

# Annex C – Part I – 7% Preference Share Scheme of Arrangement

**The information contained in Annexes B and C of this Proxy Statement is not required to be included pursuant to the rules and regulations of the U.S. Securities and Exchange Commission, and is included solely to comply with the requirements of the Companies Act 2014 in order to provide the information required under such laws applicable to the Preference Shareholders.**

SCHEME OF ARRANGEMENT  
THE HIGH COURT  
IN THE MATTER OF  
CRH PUBLIC LIMITED COMPANY  
AND IN THE MATTER OF THE COMPANIES ACT 2014  
SCHEME OF ARRANGEMENT  
UNDER CHAPTER 1 OF PART 9 OF THE COMPANIES ACT 2014  
BETWEEN CRH PUBLIC LIMITED COMPANY AND THE 7% PREFERENCE SHARE SCHEME SHAREHOLDERS  
(AS HEREINAFTER DEFINED)

**PRELIMINARY:**

- (A) CRH is a public limited company incorporated in Ireland under the Act with registration number 12965.
- (B) The authorised share capital of CRH at the date of this 7% Preference Share Scheme is €401,297,940 divided into 150,000 5% Cumulative Preference Shares of €1.27 each, 872,000 7% "A" Cumulative Preference Shares of €1.27 each and 1,250,000,000 Ordinary Shares of €0.32 each. As of the Latest Practicable Date, (i) 705,043,723 Ordinary Shares have been issued and are credited as fully paid and the remainder are unissued, (ii) 50,000 5% Cumulative Preference Shares have been issued and are credited as fully paid and the remainder are unissued, and (iii) 872,000 7% "A" Cumulative Preference Shares have been issued and are credited as fully paid.
- (C) The purpose of the 7% Preference Share Scheme is to provide for the cancellation of all 7% Preference Share Scheme Shares pursuant to a scheme of arrangement under Chapter 1 of Part 9 of the Act and Sections 84 and 85 of the Act, in consideration for a cash payment of the 7% Cancellation Consideration to the 7% Preference Share Scheme Shareholders, and to take certain steps to facilitate the foregoing.
- (D) All references are to Dublin (Ireland) time unless otherwise stated.
- (E) The explanatory statement required to be furnished pursuant to Section 452 of the Act is set out in "Part II - 7% Preference Share Scheme of Arrangement Explanatory Statement" of Annex C to the Proxy Statement, and was also issued to the 7% Preference Shareholders on March 27, 2026 as part of the 7% Preference Share Scheme Circular.

## 1. The Scheme of Arrangement

### 1.1 Definitions

In this 7% Preference Share Scheme, unless inconsistent with the subject or context, the following expressions bear the following meanings:	
“5% Cancellation Consideration”	€2.54 for each 5% Preference Share cancelled pursuant to the 5% Preference Share Scheme;
“5% Preference Share Scheme” or “5% Preference Share Scheme of Arrangement”	the proposed scheme of arrangement under Chapter 1 of Part 9 of the Act, and the related reduction of capital, with or subject to any modifications, addition(s) or condition(s) approved or imposed by the Irish High Court and agreed to by CRH in relation to the cancellation of the 5% Preference Shares;
“5% Preference Share Scheme Circular”	the document distributed to the 5% Preference Shareholders on March 27, 2026 in respect of the 5% Preference Share Scheme containing (i) the 5% Preference Share Scheme Document, (ii) the notice of the 5% Preference Share Scheme Meeting, (iii) an explanatory statement as required by Section 452 of the Act with respect to the 5% Preference Share Scheme (as also set out in ‘Part II - 5% Preference Share Scheme of Arrangement Explanatory Statement’ of Annex B to the Proxy Statement), (iv) the form of proxy, and (v) the accompanying cover letter;
“5% Preference Share Scheme Document”	the document as set out in ‘Part I – 5% Preference Share Scheme of Arrangement’ of Annex B to the Proxy Statement, and as also distributed to 5% Preference Shareholders as part of the 5% Preference Share Scheme Circular;
“5% Preference Shareholders”	Holders of the 5% Preference Shares;
“5% Preference Shares”	the 50,000 5% Cumulative Preference Shares of €1.27 each in the share capital of CRH (ISIN: IE0001827264), admitted to trading on Euronext Growth Dublin;
“7% Cancellation Consideration”	has the meaning given to it in Clause 3.1;
“7% Preference Share Cancellation”	the cancellation of all of the 872,000 issued and outstanding 7% Preference Shares to be implemented pursuant to the 7% Preference Share Scheme, and the related Reduction of Capital in exchange for a cash payment of the 7% Cancellation Consideration;
“7% Preference Share Court Hearing”	the hearing by the Irish High Court at which the application is made to sanction the proposed 7% Preference Share Scheme under Section 453(2)(c) of the Act;
“7% Preference Share Forms of Proxy”	the form of proxy for the 7% Preference Share Scheme Meeting and the form of proxy for the AGM, and “7% Preference Share Forms of Proxy” shall mean any of them, which have been issued to 7% Preference Shareholders on March 27, 2026 as part of the 7% Preference Share Scheme Circular;
“7% Preference Share Scheme Circular”	the document distributed to the 7% Preference Shareholders on March 27, 2026 in respect of the 7% Preference Share Scheme containing (i) this 7% Preference Share Scheme Document, (ii) the notice of the 7% Preference Share Scheme Meeting, (iii) an explanatory statement as required by Section 452 of the Act with respect to the 7% Preference Share Scheme (as also set out in ‘Part II - 7% Preference Share Scheme of Arrangement Explanatory Statement’ of Annex C to the Proxy Statement), (iv) the 7% Preference Share Forms of Proxy, and (v) the accompanying cover letter;
“7% Preference Share Scheme Document”	this document, as set out in ‘Part I – 7% Preference Share Scheme of Arrangement’ of Annex C to the Proxy Statement, and as also distributed to 7% Preference Shareholders as part of the 7% Preference Share Scheme Circular;
“7% Preference Share Scheme Meeting”	the meeting of the 7% Preference Shareholders convened pursuant to the authority of the Board under Section 450(1) of the Act (and any adjournment of such meeting), to be held at 10:00 a.m. on May 21, 2026 at the offices of Arthur Cox LLP, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland for the purposes of considering and, if thought fit, approving the 7% Preference Share Scheme (with or without any modification(s), addition(s) or condition(s) approved or imposed by the Irish High Court), notice of which was sent to the 7% Preference Shareholders on March 27, 2026 and is part of the 7% Preference Share Scheme Circular;
“7% Preference Share Scheme Order”	the order or orders of the Irish High Court under Section 453 of the Act sanctioning the 7% Preference Share Scheme and, if applicable, confirming the Reduction of Capital which forms part of it under Sections 84 and 85 of the Act;
“7% Preference Share Scheme Record Time”	11:59 pm (Dublin) on the last Business Day before the Effective Date (or such other day and/or time as is specified as the record time for determining those 7% Preference Shares that will be subject to the 7% Preference Share Scheme);
“7% Preference Share Scheme Shares”	any 7% Preference Shares in issue at the 7% Preference Share Scheme Record Time;
“7% Preference Share Scheme Shareholders”	Holders of the 7% Preference Share Scheme Shares;
“7% Preference Share Scheme” or “7% Preference Share Scheme of Arrangement”	this proposed scheme of arrangement under Chapter 1 of Part 9 of the Act, and the Reduction of Capital, with or subject to any modifications, addition(s) or condition(s) approved or imposed by the Irish High Court and agreed to by CRH in relation to the cancellation of the 7% Preference Share Scheme Shares;
“7% Preference Shareholders”	Holders of the 7% Preference Shares;
“7% Preference Shares”	the 7% “A” Cumulative Preference Shares of €1.27 each in the share capital of CRH (ISIN IE0001827603), currently admitted to trading on the LSE but expected to be delisted from the LSE on April 20, 2026;
“Act”	the Companies Act 2014 of Ireland (as amended);
“AGM”	the annual general meeting of CRH (and any adjournment thereof) to be held at 11:00 a.m. (Dublin) on Thursday, May 7, 2026 at the Royal Marine Hotel, Marine Road, Dún Laoghaire, Co. Dublin, Ireland;

“AGM Voting Record Time”	7:00 p.m. (Dublin)/3:00 p.m. (New York) on March 11, 2026 for Ordinary Shareholders, and 7:00 p.m. (Dublin)/2:00 p.m. (New York) on May 3, 2026 for 7% Preference Shareholders;
“Articles”	the articles of association of CRH as at the date of the 7% Preference Share Scheme Circular;
“Belgian Law Rights”	the fungible co-ownership rights governed by Belgian law over a pool of book-entry interests in securities of the same issue (i.e. as can be identified by an ISIN) which the EB Participants hold;
“Board of Directors” or “Board”	the board of directors of CRH from time to time;
“Broadridge”	Broadridge Financial Solutions Limited;
“Business Day”	any day, other than a Saturday, Sunday, public holiday or a day on which banks in Ireland, London or in New York are authorised or required by law or executive order to be closed;
“Cancellation Consideration”	the 5% Cancellation Consideration and the 7% Cancellation Consideration;
“CDIs”	an English law security issued by the CREST Depository that represents a CREST member’s interest in a 7% Preference Share (including the Belgian Law Rights in respect of a 7% Preference Share);
“Company” or “CRH”	CRH plc, a public limited company incorporated under the Act with registration number 12965 and having its registered office at 42 Fitzwilliam Square, Dublin 2, D02 R279, Ireland;
“CREST Depository”	CREST Depository Limited, a subsidiary of Euroclear UK & International Limited (“EUI”) (or any successor or assignee of it in such capacity from time to time);
“DWT”	Irish dividend withholding tax;
“EB” or “Euroclear Bank”	Euroclear Bank S.A./N.V., an international central depository system based in Belgium;
“EB Nominee”	Euroclear Nominees Limited, a wholly owned subsidiary of Euroclear Bank, established under the laws of England and Wales with registration number 02369969 (or any such successor or assignee of it in such capacity from time to time);
“EB Participant”	a participant in the EB System that has entered into an agreement to participate in the EB System subject to the EB Terms and Conditions;
“EB System”	the securities settlement system operated by Euroclear Bank and governed by Belgian law (or any successor or assignee of it in such capacity from time to time) or any replacement for such system from time to time;
“EB Terms and Conditions”	the document issued by Euroclear Bank entitled “Terms and Conditions governing use of Euroclear” dated June 2025;
“Effective Date”	the date on which the 7% Preference Share Scheme becomes effective in accordance with its terms;
“Effective Time”	the time on the Effective Date at which the 7% Preference Share Scheme Order and a copy of the minute required by Section 86 of the Act are registered by the Registrar of Companies;
“Euro” or “€”	euro, the lawful currency of Ireland;
“Euronext”	the corporate group consisting of Euronext N.V., a company with limited liability (“naamloze vennootschap”) organised under the laws of the Netherlands, Euronext Brussels, Euronext Dublin, Euronext Lisbon, Euronext Paris and Oslo Børs and/or any other subsidiary of Euronext N.V., as the context may require;
“Euronext Dublin”	the Irish Stock Exchange plc, trading as Euronext Dublin incorporated and registered in Ireland under the Act with registered number 539157 (or any successor or assignee of it in such capacity from time to time);
“Euronext Growth Dublin”	a Euronext Growth market operated by Euronext Dublin;
“Euronext Growth”	a multilateral trading facility within the scope of Article 4(1)(22) of MiFID II operated by the respective Euronext Market Undertakings with the commercial name “Euronext Growth”;
“Holder”	in relation to any Ordinary Share and/or Preference Share, the Member whose name is entered in the Register of Members as the holder of that share and any Joint Holder, including any person(s) entitled by transmission;
“Irish High Court”	the High Court of Ireland;
“Irish Revenue”	the Revenue Commissioners of Ireland, the Irish Government agency responsible for customs, excise, taxation and related matters;
“Joint Holder(s)”	the Members whose names are entered in the Register of Members as the joint holders of a 7% Preference Share and includes any person(s) entitled by transmission;
“Latest Practicable Date”	March 11, 2026;
“LSE”	the London Stock Exchange Group plc or the market conducted by it, as the context requires, or any successor or assignee of it in such capacity from time to time or any replacement for such system from time to time;
“Members”	the members of CRH as entered in the Register of Members at any relevant date and “Member” will be interpreted accordingly;
“Ordinary Shareholders”	a Holder of Ordinary Shares;
“Ordinary Shares”	the ordinary shares of €0.32 each in the share capital of CRH;
“Overseas Shareholders”	a 7% Preference Shareholder who is resident in, ordinarily resident in, or a citizen of a jurisdiction outside of Ireland;
“Preference Shares”	the 5% Preference Shares and the 7% Preference Shares;

“Preference Shareholders”	the 5% Preference Shareholders and the 7% Preference Shareholders;
“Preference Share Scheme Circular(s)”	the 5% Preference Share Scheme Circular and/or the 7% Preference Share Scheme Circular, as the context so requires;
“Proxy Statement”	the 2026 Notice of Meeting and Proxy Statement issued to Ordinary Shareholders and 7% Preference Shareholders (and made available to 5% Preference Shareholders for information purposes only) on March 27, 2026 and available on CRH’s website at <a href="http://www.crh.com/investors/shareholder-meetings">www.crh.com/investors/shareholder-meetings</a> ;
“Reduction of Capital”	the reduction of the share capital of CRH by the cancellation of the 7% Preference Share Scheme Shares to be effected as part of the 7% Preference Share Scheme as referred to in Clause 2 of this 7% Preference Share Scheme;
“Register of Members”	the register of members of CRH which is maintained pursuant to Section 169 of the Act;
“Registrar”	Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, or such other registrar as may be appointed by the Company from time to time;
“Registrar of Companies”	the Registrar of Companies in Dublin, Ireland;
“Regulatory Information Service”	a regulatory information service as defined in the Irish Takeover Rules;
“Restricted Jurisdiction”	any jurisdiction in respect of which it would be unlawful for the 7% Preference Share Scheme Circular to be released, published or distributed, in whole or in part;
“Restricted Overseas Shareholder”	a 7% Preference Shareholder (including an individual, partnership, unincorporated syndicate, limited liability company, unincorporated organisation, trust, trustee, executor, administrator or other legal representative) in, or resident in, or any 7% Preference Shareholder whom CRH believes to be in, or resident in, a Restricted Jurisdiction;
“Scheme Document(s)”	the 5% Preference Share Scheme Document and/or the 7% Preference Share Scheme Document, as the context so requires;
“Scheme Meeting(s)”	the 5% Preference Share Scheme Meeting and/or the 7% Preference Share Scheme Meeting as the context so requires;
“Scheme(s)” or “Schemes of Arrangement”	the 5% Preference Share Scheme and/or the 7% Preference Share Scheme, as the context so requires;
“Tax Treaty Country”	a country which has signed a Double Taxation Agreement with Ireland;
“TCA”	Taxes Consolidation Act 1997;
“Voting Record Time”	7:00 p.m. (Dublin) on May 17, 2026 or, if the 7% Preference Share Scheme Meeting is adjourned, on the day that is four days before the day appointed for the adjourned meeting;

and unless otherwise specified, references to Clauses are Clauses of this 7% Preference Share Scheme.

## 2. Cancellation of the 7% Preference Share Scheme Shares

Pursuant to Sections 84 to 86 and Chapter 1 of Part 9 of the Act and Article 54 of the Articles, and upon and with effect from the Effective Time, the issued share capital of CRH shall be reduced by cancelling and extinguishing all of the 7% Preference Share Scheme Shares, and thereby reducing the amount standing to the credit of the Company’s preference share capital account by an amount equal to the nominal value of the 7% Preference Share Scheme Shares at the Effective Time, being a sum of €1,107,440.

## 3. Consideration for the Cancellation of the 7% Preference Share Scheme Shares

- 3.1 In consideration for the cancellation of the 7% Preference Share Scheme Shares pursuant to Clause 2, the Company shall pay to (or procure the payment to) each Holder of 7% Preference Share Scheme Shares (as appearing on the Register of Members at the 7% Preference Share Scheme Record Time) an amount in cash equal to €3.556 in respect of each 7% Preference Share Scheme Share cancelled (the “7% Cancellation Consideration”) (without interest and less any applicable withholding taxes (if any) as may be required by law), in accordance with Clause 4 of this 7% Preference Share Scheme. The Company shall procure that the 7% Cancellation Consideration is distributed to such Holders of the 7% Preference Share Scheme Shares within 14 days of the Effective Date in accordance with Clause 4 of this Scheme.
- 3.2 The 7% Cancellation Consideration represents a premium of 180% to the nominal value of each 7% Preference Share, with such premium above nominal value to be paid from the Company’s profits available for distribution, and the nominal value to be paid by repayment of capital. The 7% Cancellation Consideration comprises the entire amount payable in respect of the cancellation of the 7% Preference Shares and there is no separate entitlement or payment in respect of any dividend entitlement unpaid or otherwise accrued up to and including the Effective Time.
- 3.3 Neither CRH nor its agents shall be liable to any 7% Preference Share Scheme Shareholder for any cash payment, dividends or distributions with respect to the 7% Preference Share Scheme Shares delivered to a public official in compliance with any abandoned property, escheat or law permitting attachment of money or property or similar law.

## 4. Settlement of the 7% Cancellation Consideration

- 4.1 Not later than 14 days after the Effective Date, the 7% Cancellation Consideration to which any 7% Preference Share Scheme Shareholder is entitled under the 7% Preference Share Scheme will be distributed in the following manner:
  - (a) in the case of 7% Preference Share Scheme Shares which at the 7% Preference Share Scheme Record Time are in registered form, in accordance with the provisions of Clause 4.3 of this 7% Preference Share Scheme, by means of a SEPA payment to the 7% Preference Shareholder’s nominated bank account for CRH distributions in respect of the 7% Preference Shares (unless such Holder of the 7% Preference Share Scheme Shares notifies the Registrar in writing prior to the 7% Preference Share Scheme Record Time revoking that mandate and requesting that the 7% Cancellation Consideration be paid by cheque in the same manner as those without a bank mandate in place, or to an alternate bank account) or, absent a bank mandate being recorded on the Register of Members by the 7% Preference Share Scheme Record Time, by the despatch of cheques payable in Euro (€) for the sums payable to them, in accordance with Clause 3.1 of this 7% Preference Share Scheme and Article 137 of the Articles; or

(b) in the case of 7% Preference Share Scheme Shares which at the 7% Preference Share Scheme Record Time are in unregistered form (i.e. held through the EB System), by electronically transferring the sum to Euroclear Bank and the cash to which the 7% Preference Share Scheme Shareholder is entitled will be paid in euro (€) by means of the EB System.

- 4.2 As from the 7% Preference Share Scheme Record Time, each holding of 7% Preference Share Scheme Shares credited to any securities clearance account in the EB System shall be disabled and all 7% Preference Share Scheme Shares will be removed from the EB System in due course.
- 4.3 Consideration payable to 7% Preference Shareholders with dividend bank mandates shall be paid by means of SEPA. All despatches of cheques required to be made pursuant to this 7% Preference Share Scheme shall be effected by sending the same through the post in prepaid envelopes addressed to the Holders entitled thereto at their respective registered addresses as appearing in the Register of Members at the 7% Preference Share Scheme Record Time (or, in the case of Joint Holders, at the registered address of that one of the Joint Holders whose name stands first in the said Register of Members in respect of such joint holding at the 7% Preference Share Scheme Record Time) or in accordance with any special instructions regarding communications, and neither CRH nor its respective agents shall be responsible for any loss or delay in the transmission of any cheques sent in accordance with this Clause 4.3, which shall be sent at the risk of persons entitled thereto.
- 4.4 All cheques drawn in accordance with this Clause 4 shall be in Euro (€) and, subject to Clause 4.5, shall be made payable to the 7% Preference Share Scheme Shareholder or, in the case of Joint Holders to that one Joint Holder who is the first named Holder of the 7% Preference Share Scheme Shares concerned, or as otherwise properly directed by the persons entitled thereto, and the despatch of any such cheque shall be a complete discharge to CRH for the moneys represented thereby.
- 4.5 Each mandate in force on the Effective Date relating to the payment of dividends or other distributions on any 7% Preference Share Scheme Shares and other instructions given to CRH by Holders of the 7% Preference Share shall, unless notice of revocation of such instructions is received by the Registrar prior to the 7% Preference Share Scheme Record Time, be deemed to be an effective mandate or instruction to CRH to pay and dispatch the 7% Cancellation Consideration payable under Clause 3 in accordance with such mandate.

#### 5. Certificates for 7% Preference Share Scheme Shares

- 5.1 With effect from the Effective Date, (i) except for the payment obligations required to be made under Clause 4, Euroclear Bank shall be instructed to disable the entitlements to 7% Preference Share Scheme Shares of Holders of 7% Preference Share Scheme Shares in unregistered form, and (ii) any certificates or other statements of ownership representing 7% Preference Share Scheme Shares shall cease to have effect as documents of title to the shares comprised therein and every holder thereof shall be bound at the request of CRH to deliver up such certificates and/or statements to CRH as CRH may direct.

#### 6. Conditions of the 7% Preference Share Scheme of Arrangement

- 6.1 The 7% Preference Share Scheme will not be completed unless, among other things, the following conditions are satisfied or, if allowed by law, waived:
- (a) approval of the 7% Preference Share Scheme by the 7% Preference Shareholders who represent at least 75% in value of the members present and voting either in person or by proxy at the 7% Preference Share Scheme Meeting, and with the quorum of at least two persons holding or representing in person or by proxy at least one-third in nominal value of the 7% Preference Shares in issue being satisfied at the 7% Preference Share Scheme Meeting;
  - (b) each of Proposals 8, 9, 10 and 11 (set out in the Proxy Statement) are duly passed by the requisite majorities of Ordinary Shareholders (and 7% Preference Shareholders, voting with the Ordinary Shareholders, in respect of Proposal 9 only) at the AGM (or any adjournment of such meeting);
  - (c) the sanction by the Irish High Court of the 7% Preference Share Scheme (with or without any modification(s), addition(s) or condition(s) approved or imposed by the Irish High Court) pursuant to section 453 of the Act, and the confirmation of the Reduction of Capital involved therein by the Irish High Court;
  - (d) the delivery of a copy of the 7% Preference Share Scheme Order, together with the minute required by Section 86 of the Act, to the Registrar of Companies for registration in accordance with Section 454 of the Act, and registration of the 7% Preference Share Scheme Order and minute confirming the Reduction of Capital by the Registrar of Companies; and
  - (e) the Board not having resolved to abandon, discontinue and/or withdraw the 7% Preference Share Scheme prior to the 7% Preference Share Court Hearing.

#### 7. Overseas Shareholders

- 7.1 The provisions of Clauses 2, 3 and 4 shall be subject to any prohibition or condition imposed by law.
- 7.2 Notwithstanding the provisions of Clause 7.1, CRH retains the right to permit the release, publication or distribution of the 7% Preference Share Scheme Circular (or any parts thereof) and/or the Proxy Statement to any Restricted Overseas Shareholder who satisfies CRH (in its sole discretion) that doing so will not infringe the laws of the relevant Restricted Jurisdiction, or require compliance with any governmental or other consent or any registration, filing or other formality that CRH is unable to comply with or which CRH regards as unduly onerous to comply with.

#### 8. The Effective Time

This 7% Preference Share Scheme shall become effective as soon as a copy of the 7% Preference Share Scheme Order and a copy of the minute required by Section 86 of the Act have been delivered to the Registrar of Companies for registration and registered by the Registrar of Companies. This is subject to CRH not having agreed prior to the Effective Date, with the consent of the Irish High Court (where required), not to proceed with the 7% Preference Share Scheme and in such case all undertakings given to the Irish High Court in respect of this 7% Preference Share Scheme shall be deemed to have lapsed with immediate effect.

#### 9. Modification

CRH may consent on behalf of all persons concerned to any modification of or addition to this 7% Preference Share Scheme or any condition that the Irish High Court may approve or impose.

**10. Costs**

The costs of the 7% Preference Share Scheme, including costs of the preparation, approval and implementation of the 7% Preference Share Scheme, will be paid by CRH.

**11. Governing Law**

This 7% Preference Share Scheme shall be governed by, and construed in accordance with, the laws of Ireland. CRH and the 7% Preference Share Scheme Shareholders hereby agree that the Irish High Court shall have exclusive jurisdiction to hear and determine any suit, action or proceeding or to settle any dispute which may arise in relation thereto and the sanction thereof.

**Date: March 27, 2026**

# Annex C – Part II – 7% Preference Share Scheme Of Arrangement Explanatory Statement

**The information contained in Annexes B and C of this Proxy Statement is not required to be included pursuant to the rules and regulations of the U.S. Securities and Exchange Commission, and is included solely to comply with the requirements of the Companies Act 2014 in order to provide the information required under such laws applicable to Preference Shareholders (in compliance with Section 452 of the Companies Act 2014).**

This “7% Preference Share Scheme of Arrangement Explanatory Statement” sets out the explanatory statement in respect of the 7% Preference Share Scheme for the purposes of Section 452 of the Act. Capitalised terms used but not defined in this “7% Preference Share Scheme of Arrangement Explanatory Statement” have the meaning ascribed to such terms in the “7% Preference Share Scheme of Arrangement”. To each 7% Preference Share Scheme Shareholder at the 7% Preference Share Scheme Meeting. Recommended Cancellation of the 7% Preference Shares to be implemented by way of a Scheme of Arrangement under Chapter 1 of Part 9 of the Act, and a capital reduction under Sections 84 and 85 of the Act.

## 1. Overview

- 1.1 On March 13, 2026, following a review of its LSE Ordinary Share listing as well as its preference share capital structure, CRH announced its intention to delist the Ordinary Shares and 7% Preference Shares from the LSE, and subject to approval by Ordinary Shareholders and Preference Shareholders, to cancel the 5% Preference Shares and the 7% Preference Shares. As part of the review, the Board carefully considered, amongst other factors, the additional cost and regulatory and administrative obligations arising from retaining the 5% Preference Shares and the 7% Preference Shares. Following completion of the review, the Board concluded that it is in the best interests of CRH and its Ordinary Shareholders and Preference Shareholders as a whole to seek to simplify the Company’s share capital structure, and reduce certain regulatory and administrative obligations applicable to it, by retiring CRH’s two classes of legacy Preference Shares (and delisting the 5% Preference Shares from Euronext Growth Dublin), in exchange for cash consideration, subject to approval of the Ordinary Shareholders and the Preference Shareholders.
- 1.2 The total par value of the issued and outstanding legacy Preference Shares is €1,170,940, and there has been very little reported trading in the Preference Shares over the past decade, leaving the Preference Shareholders with limited opportunity to sell their shares. The proposed cancellations of the Preference Shares will provide the Preference Shareholders with the opportunity to convert their illiquid assets into cash at a significant premium. CRH is required to comply with various administrative and regulatory requirements associated with the Preference Shares. CRH believes that these compliance and other administrative burdens are disproportionate to the value of the Preference Shares and the small percentage of the Company’s total issued share capital that they represent (approximately .5%) as of the Latest Practicable Date. The Board believes that the cancellations of the Preference Shares, if implemented, would yield a number of efficiencies for CRH and its shareholders, through simplifying the Company’s capital structure and streamlining applicable regulatory requirements, while providing an opportunity to Preference Shareholders to monetize their holdings.
- 1.3 CRH proposes to cancel its two classes of Preference Shares (the “Preference Share Cancellations”) pursuant to two separate schemes of arrangement under Chapter 1 of Part 9 of the Act. A scheme of arrangement is a court-approved arrangement between a company and its shareholders carried out in accordance with the Act. The Preference Share Cancellations will also involve the associated reduction of capital under the Act to cancel the Preference Shares. Each of the Schemes of Arrangement and the related reduction of capital require the approval of the Irish High Court.
- 1.4 The 5% Preference Shares are currently admitted to trading on Euronext Growth Dublin. The 7% Preference Shares are currently admitted to trading on the LSE but will be delisted with effect from 8:00 a.m. (UK time) on April 20, 2026. The last day of trading of the 7% Preference Shares on the LSE will be April 17, 2026.
- 1.5 The Preference Share Cancellations are subject to certain conditions set forth in the Schemes of Arrangement and will become effective only after all such conditions have been satisfied or, if allowed by law, waived. Each Preference Share Cancellation will require, among other things, (i) approval at the AGM of each of Proposals 8, 9, 10 and 11 (as set out in the Proxy Statement), (ii) approval by the applicable class of Preference Shareholders at the Scheme Meetings, and (iii) the sanction of the applicable Scheme, and the confirmation of the applicable reduction of capital, by the Irish High Court.
- 1.6 Subject to the satisfaction or, if allowed by law, waiver of the conditions, at the Effective Time, all Preference Shares will be cancelled pursuant to Sections 84 to 86 of the Act in accordance with the terms of each Scheme. The conditions to each of the Preference Share Cancellations are set out in Clause 6 of the applicable Scheme Document.
- 1.7 Under the terms of the proposed Schemes each class of Preference Shareholders will receive cancellation consideration of an amount equal to 40 times the annual dividend per Preference Share. This reflects a value determined by reference to the annual dividend per Preference Share capitalized at a rate of 2.5156% or approximately 100bps below the 30-year Bund rate as of March 12, 2026. Under the terms of the proposed Schemes: (i) the 5% Preference Shareholders will receive the 5% Cancellation Consideration, representing 200% of the nominal value per share, and (ii) the 7% Preference Shareholders will receive the 7% Cancellation Consideration, representing 280% of the nominal value per share. The premium above nominal value will be paid from the Company’s profits available for distribution, and the nominal value will be paid by way of repayment of capital. The Cancellation Consideration comprises the entire amount payable in respect of the cancellation of the Preference Shares and there is no separate entitlement or payment in respect of any dividend entitlement unpaid or otherwise accrued up to and including the Effective Time. The total aggregate payment in consideration for the cancellation of the

Preference Shares will be €3.23 million (approximately \$3.75 million). Given historic low levels of trading for the Preference Shares on their respective exchanges (including predecessor exchanges), it is not possible to identify the market value of the Preference Shares and the extent to which the Cancellation Consideration amounts to a premium to the market value of the Preference Shares. However, the Board believes that the Cancellation Consideration represents a significant premium to the value of the Preference Shares.

- 1.8 The Company has applied to the UK Financial Conduct Authority (the "FCA") and the LSE respectively for the listing of the 7% Preference Shares on the official list of the FCA to be cancelled and for the admission to trading of the 7% Preference Shares on the Main Market of the LSE to be cancelled, with such delisting to become effective from 8:00 a.m. (UK time) on April 20, 2026. The Company has also applied to Euronext Growth Dublin for the cancellation of the listing and admission to trading of the 5% Preference Shares on Euronext Growth Dublin, with such delisting being subject to receipt of the requisite approvals for the cancellation of the 5% Preference Shares at the AGM and the 5% Preference Share Scheme Meeting. If the 5% Preference Share Scheme becomes effective, the delisting from Euronext Growth Dublin is expected to take effect on or around the Effective Time.
- 1.9 The text of each Scheme of Arrangement is set out in full in Part I of Annex B and Annex C of the Proxy Statement and in the applicable Preference Share Scheme Circular.

### **The 7% Preference Share Scheme**

- 1.10 If the requisite approvals are obtained at the AGM and the 7% Preference Share Scheme Meeting, CRH will apply to the Irish High Court to set a date for the hearing to sanction the 7% Preference Share Scheme under Section 453(2)(c) of the Act and to confirm the Reduction of Capital. Legal notices advertising the date of the 7% Preference Share Court Hearing will be published following the application by CRH.
- 1.11 If the 7% Preference Share Scheme is implemented, at the Effective Time (i) the 7% Preference Shares will be automatically cancelled and extinguished in exchange for a cash payment of the 7% Cancellation Consideration to the 7% Preference Share Scheme Shareholders, (ii) the Company's capital will be reduced pursuant to Sections 84 to 86 of the Act by the cancellation of an amount standing to the credit of the Company's preference share capital account equal to the nominal value of the 7% Preference Shares as at the Effective Time (being an amount equal to €1,107,440), (iii) the Articles will be amended to remove references to the 7% Preference Shares and to include a new Article to facilitate implementation of the 7% Preference Share Scheme, and (iv) the authorised share capital of the Company will be varied by the removal of the aggregate amount associated with the 7% Preference Shares, being an amount equal to €1,107,440.
- 1.12 Provided the conditions to the 7% Preference Share Scheme are satisfied or, if permitted by law, waived, the 7% Preference Share Scheme is expected to take effect in accordance with its terms as soon as a copy of the 7% Preference Share Scheme Order sanctioning the 7% Preference Share Scheme together with the minute required by Section 86(1) of the Act have been delivered to the Registrar of Companies for registration and registered by the Registrar of Companies. As at the Latest Practicable Date, the 7% Preference Share Scheme is expected to become effective before the end of July 2026. The timing depends on a number of factors including the availability of the Irish High Court to hear the application to sanction the 7% Preference Share Scheme and, if sanctioned, the date the 7% Preference Share Scheme Order is delivered to and registered by the Registrar of Companies.
- 1.13 Upon the 7% Preference Share Scheme becoming effective, it will be binding on all 7% Preference Shareholders, irrespective of whether or not they attended or voted on the relevant resolutions at the 7% Preference Share Scheme Meeting, or whether they voted in favour of or against the 7% Preference Share Scheme.
- 1.14 The effectiveness of the 7% Preference Share Scheme will be notified to Ordinary Shareholders and Preference Shareholders by (i) an announcement through a Regulatory Information Service, with such announcement being made available on the Company's website, and/or (ii) in such other manner as the Irish High Court might direct.
- 1.15 The expected dates set out above are subject to change at the discretion of the Board, and any such change will be announced on the Company's website and (where required) in the manner set out in (i) and/or (ii) above.

## **2. Consents and Meetings**

- 2.1 The 7% Preference Share Scheme Meeting is being convened pursuant to the authority of the Board to seek the approval of the 7% Preference Share Scheme by the 7% Preference Shareholders as of the Voting Record Time. The 7% Preference Share Scheme Meeting is to be held at the offices of Arthur Cox LLP, Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland on May 21, 2026 at 10:00 a.m. (Dublin).
- 2.2 Notice of the 7% Preference Share Scheme Meeting was distributed to the 7% Preference Shareholders on March 27, 2026, and forms part of the 7% Preference Share Scheme Circular. Entitlement to notice of and/or to vote at the 7% Preference Share Scheme Meeting will be determined by reference to the Register of Members at the Voting Record Time. The purpose of the 7% Preference Share Scheme Meeting is to consider and vote on the 7% Preference Share Scheme. The Irish High Court can only sanction the 7% Preference Share Scheme and the 7% Preference Share Scheme can only be effective if it, among other things, is approved by the necessary majority of 7% Preference Shareholders at the 7% Preference Share Scheme Meeting.
- 2.3 In addition to requiring approval at the 7% Preference Share Scheme Meeting, implementation of the 7% Preference Share Scheme also requires approval by the Ordinary Shareholders (and the 7% Preference Shareholders voting with the Ordinary Shareholders as a single class, for the purposes of Proposal 9 only) of Proposals 8, 9, 10 and 11 at the AGM which are necessary to effect and to implement the 7% Preference Share Scheme, as described below. The AGM is to be held at the Royal Marine Hotel, Marine Road, Dún Laoghaire, Co. Dublin, Ireland on May 7, 2026 at 11:00 a.m. (Dublin), and the Proxy Statement was made available to Ordinary Shareholders and the 7% Preference Shareholders and for information only to the 5% Preference Shareholders on March 27, 2026, and is available here: [www.crh.com/investors/shareholder-meetings](http://www.crh.com/investors/shareholder-meetings). Entitlement to notice of and/or to vote at the AGM will be determined by reference to the Register of Members at the AGM Voting Record Time. Under the Articles, 7% Preference Shareholders are entitled to vote in respect of a capital reduction of the Company and will therefore be entitled to vote on Proposal 9 at the AGM with the Ordinary Shareholders, voting as a single class. The 7% Preference Shareholders are not entitled to vote on any other Proposals at the AGM.
- 2.4 As of the Latest Practicable Date, 872,000 7% Preference Shares were issued and outstanding and there were 292 registered members in respect of the 7% Preference Shares whose names were registered in the Register of Members.

**3. The 7% Preference Share Scheme Meeting**

- 3.1 The 7% Preference Share Scheme Meeting has been convened for 10:00 a.m. (Dublin) on May 21, 2026 to enable the 7% Preference Share Scheme Shareholders to consider and, if thought fit, approve the 7% Preference Share Scheme.
- 3.2 To be passed, the resolution to approve the 7% Preference Share Scheme requires the approval of 7% Preference Shareholders representing at least 75% in value of the 7% Preference Share Scheme Shares held by such holders at the Voting Record Time voting in person or by proxy. The quorum for the 7% Preference Share Scheme Meeting (or at any adjournment of such meeting), shall be at least two persons holding or representing by proxy at least one-third in nominal value of the 7% Preference Shares.
- 3.3 At the 7% Preference Share Scheme Meeting, voting will be by poll and not by a show of hands, and each holder of 7% Preference Share Scheme Shares as at the Voting Record Time who is present (in person or by proxy) will be entitled to one vote for each 7% Preference Share Scheme Share held as of the Voting Record Time.

**4. The AGM**

- 4.1 In addition to the 7% Preference Share Scheme Meeting, the AGM will take place for the Ordinary Shareholders (and the 7% Preference Shareholders, voting with the Ordinary Shareholders as a single class, for the purpose of Proposal 9 only) to consider and, if thought fit, approve Proposals 8 through 11 at the AGM in connection with the Preference Share Cancellations (which in the case of a special resolution require a vote in favour of not less than three-fourths (75%) of the votes cast in person or by proxy, and in respect of an ordinary resolution requires a simple majority (>50%) of the votes cast in person or by proxy).
- 4.2 The Proposals to be voted upon are set out in full on pages 31 to 38 of the Proxy Statement. In summary, at the AGM, Ordinary Shareholders (and 7% Preference Shareholders, voting with the Ordinary Shareholders as a single class, for the purposes of Proposal 9 only) will be asked to approve: (i) the Schemes and to authorise the directors of CRH to give effect to the Schemes (as described in Proposal 8), (ii) the capital reduction relating to the cancellation of any class(es) of Preference Shares cancelled pursuant to the Schemes (Proposal 9), (iii) a variation in CRH's authorised share capital to remove any cancelled class(es) of Preference Shares (Proposal 10), and (iv) certain amendments to the Articles to remove references to any class(es) of Preference Shares cancelled pursuant to the Schemes (Proposal 11), in each case, subject to (A) the applicable Scheme being approved by the requisite majorities at the applicable Scheme Meeting, (B) the Irish High Court sanctioning the applicable Scheme and confirming the applicable Reduction of Capital, and (C) each of Proposals 8 to 11 being approved by the requisite majorities at the AGM.

**5. 7% Preference Share Irish High Court Hearing**

- 5.1 If the requisite approvals are obtained at the AGM and the 7% Preference Share Scheme Meeting, the 7% Preference Share Court Hearing to sanction the 7% Preference Share Scheme is expected to be held before the end of July 2026, subject to the discretion of the Irish High Court. All 7% Preference Shareholders of record are entitled to attend the 7% Preference Share Court Hearing in person, or may be represented by counsel or a solicitor at their own expense to support or oppose the sanctioning of the 7% Preference Share Scheme.

**6. Interests Held by CRH Directors and Executive Officers and the effect of the 7% Preference Share Scheme on their Interests**

- 6.1 No director or executive officer of the Company holds any interests in the 7% Preference Shares, or has any substantial interests, directly or indirectly, in the matters relating to the Preference Share Cancellations. The effect of the 7% Preference Share Scheme on the interests of the CRH directors, does not differ from its effect on the like interests of other persons.

**7. Amendment or Termination**

- 7.1 The 7% Preference Share Scheme may be amended, modified or supplemented at any time before or after its approval at the 7% Preference Share Scheme Meeting. However, after approval at the 7% Preference Share Scheme Meeting, no amendment, modification or supplement may be made or effected to the 7% Preference Share Scheme that legally requires further approval by the 7% Preference Shareholders without obtaining such approval.
- 7.2 At the 7% Preference Share Court Hearing, the Irish High Court may impose such conditions as it deems appropriate in relation to the 7% Preference Share Scheme. The Board of Directors may consent on behalf of all persons concerned to any modification of or addition to the 7% Preference Share Scheme or any condition that the Irish High Court may approve or impose. The Irish High Court would be unlikely to approve or impose any modification of, or addition to, or a condition to, the 7% Preference Share Scheme which might be materially adverse to the interests of the 7% Preference Shareholders, unless such 7% Preference Shareholders were informed of any such modification, addition or condition. It would be a matter for the Irish High Court to decide in its discretion whether or not a further meeting or meetings of the 7% Preference Shareholders should be held in these circumstances. Similarly, if a modification, addition or condition is put forward which, in the opinion of the Board of Directors, is of such a nature or importance that it requires the consent of 7% Preference Shareholders at a further meeting or meetings, the Board of Directors will not take the necessary steps to enable the 7% Preference Share Scheme to become effective unless and until such consent is obtained.

**8. Settlement, Listing and Dealings**

- 8.1 The Company has applied to the FCA and the LSE for the listing of the 7% Preference Shares on the official list of the FCA to be cancelled and for the 7% Preference Shares to cease to be admitted to trading on the Main Market of the LSE. It is expected that the delisting from the LSE will become effective from 8:00 a.m. (UK time) on April 20, 2026, such that the last day of dealings in the 7% Preference Shares on the LSE will be April 17, 2026.
- 8.2 Where, at the 7% Preference Share Scheme Record Time, a person holds 7% Preference Shares in registered form, payment of the 7% Cancellation Consideration will be paid in accordance with Clause 3 and Clause 4 of the 7% Preference Share Scheme Document by cheque payable in Euro (€) for the sums payable to them dispatched by ordinary prepaid post save that 7% Preference Shareholders that hold their 7% Preference Shares in registered form and have a valid bank mandate in place with the Registrar for the purposes of receiving 7% Preference Share distributions into that bank account, will receive cash due under the 7% Preference Share Scheme into that bank account as described in Clause 3 and 4 of the 7% Preference Share Scheme Document.
- 8.3 Where, at the 7% Preference Share Scheme Record Time, a 7% Preference Shareholder holds 7% Preference Shares in unregistered form (i.e. through the EB System), the 7% Cancellation Consideration to which such 7% Preference Shareholder is entitled will be paid in

Euro (€) by means of the EB System by CRH procuring the electronic transfer of the sum payable to Euroclear Bank as described in Clauses 3 and 4 of the 7% Preference Share Scheme Document.

**9. Tax Information in Respect of the 7% Preference Share Scheme**

THE TAX CONSIDERATIONS SUMMARISED BELOW ARE FOR GENERAL INFORMATION ONLY AND ARE IN RESPECT OF TAX CONSIDERATIONS OF THE SCHEMES ONLY. EACH 7% PREFERENCE SHAREHOLDER SHOULD CONSULT HIS OR HER OWN TAX ADVISER AS TO THE PARTICULAR TAX CONSEQUENCES THAT MAY APPLY TO SUCH PREFERENCE SHAREHOLDER.

**Irish Tax Considerations**

**Scope of Summary**

- 9.1 The following is a summary of the material Irish tax considerations applicable to the persons who are the ultimate owners of the 7% Preference Shares for Irish tax purposes and references to “7% Preference Shareholders” in this summary in paragraph 9 should be read accordingly.
- 9.2 References to “Non-Irish Holders” in this paragraph 9 are to 7% Preference Shareholders who: are the absolute beneficial owners of their 7% Preference Shares; are neither resident (nor, in the case of individuals, ordinarily resident) in Ireland for Irish tax purposes; and the 7% Preference Shares have not at any time been (i) used in or for the purposes of a trade carried on by that 7% Preference Shareholder through an Irish branch or agency; nor (ii) used, held or acquired for use by or for the purposes of such branch or agency.
- 9.3 This summary is based on existing Irish tax law and the published practice of the Irish Revenue in or around the date of this document. Changes in law and/or administrative practice may result in a change in the Irish tax considerations described below, possibly with retrospective effect. Furthermore, we can provide no assurances that the tax consequences contained in this summary will not be challenged by the Irish Revenue or will be sustained by an Irish court if they were to be challenged. This summary does not constitute legal or tax advice and is intended only as a general guide. The summary is not exhaustive, and 7% Preference Shareholders should consult their own tax advisors regarding the Irish tax consequences (and tax consequences under the laws of other relevant jurisdictions) of the acquisition, ownership and disposal of 7% Preference Shares pursuant to the Schemes. The summary applies only to certain categories of person and, in particular, may not apply to such persons as dealers in securities, trustees, insurance companies, collective investment schemes, persons who acquired their 7% Preference Shares or, who are deemed to have acquired their 7% Preference Shares, by virtue of an office or employment (performed or carried on to any extent in Ireland) or entities associated with the Company (being entities (i) which are, directly or indirectly, entitled to more than 50% of the ownership rights, voting power or profits of the Company (or entities in which the Company holds such an entitlement), (ii) which have definite influence in the Company (or entities in which the Company has such influence); or (iii) where a third entity has such entitlements or influence in respect of another entity and the Company).
- 9.4 The law or practice of Irish Revenue may change, prospectively or retroactively, which could increase, reduce or mitigate possible tax consequences for 7% Preference Shareholders. Also, the assumed practices may not be issued by the Irish Revenue. The position under current Irish law is uncertain and CRH makes no assurances on the tax position for Preference Shareholders.
- 9.5 PREFERENCE SHAREHOLDERS WHO ARE IN ANY DOUBT ABOUT THEIR TAX POSITION AND / OR MAY BE SUBJECT TO TAXATION IN ANY JURISDICTION OTHER THAN IRELAND ARE STRONGLY RECOMMENDED TO CONSULT AN APPROPRIATELY QUALIFIED INDEPENDENT PROFESSIONAL ADVISER IMMEDIATELY.

**Irish Capital Gains Tax**

**Non-Irish resident shareholders**

- 9.6 In general, a non-Irish 7% Preference Shareholder should not be within the charge to Irish capital gains tax, referred to as “Irish CGT”, or corporation tax on chargeable gains (as applicable) on the disposal of their 7% Preference Shares pursuant to the 7% Preference Share Scheme.
- 9.7 A 7% Preference Shareholder who is an individual and who is temporarily non-resident in Ireland may, under Irish anti-avoidance legislation, be liable to Irish CGT on any chargeable gain realised on the disposal of their 7% Preference Shares during the period in which the individual is a non-resident.

**Irish resident shareholders**

- 9.8 7% Preference Shareholders that are resident or ordinarily resident in Ireland for Irish tax purposes or that have used their 7% Preference Shares in or for the purposes of a trade carried on by the 7% Preference Shareholder in Ireland through a branch or agency, or whose 7% Preference Shares were used or held or acquired for use by or for the purposes of such a branch or agency (each an “Irish Holder”) will, subject to the availability of any exemptions and reliefs, generally be within the charge to Irish CGT on the disposal of their 7% Preference Shares pursuant to the Schemes.
- 9.9 For the purpose of Irish CGT, an Irish Holder should be treated as having made a disposal of their 7% Preference Shares for consideration of an amount equal to the cash received for the cancellation of the 7% Preference Shares pursuant to the Scheme. This may, subject to the Irish Holder’s individual circumstances and any available exemption or relief, give rise to a chargeable gain (or allowable loss) for the purposes of Irish CGT. Irish CGT applies a rate of 33% on any chargeable gain (subject to any available exemption or relief).

**Irish Dividend Withholding Tax**

- 9.10 Payments made by CRH to 7% Preference Shareholders under the Schemes for the redemption, repayment or purchase of its 7% Preference Shares will not be subject to DWT in Ireland where the arrangement does not form part of a scheme the main purpose of which is to enable the owner of the shares to participate in the profits of the company without receiving a dividend. Unless exempted, any dividends or other relevant distributions paid by CRH to 7% Preference Shareholders under the Schemes will be subject to withholding at the standard rate of income tax (currently 25%).
- 9.11 The withholding tax requirement will not apply to distributions paid to certain categories of Irish resident 7% Preference Shareholders or to distributions paid to certain categories of non-Irish resident 7% Preference Shareholders.

The following Irish resident 7% Preference Shareholders, inter alia, are exempt from withholding if, on a timely basis in advance of the payment of any relevant dividend they make an appropriate declaration of entitlement to exemption to CRH:

- (a) Irish resident companies;
  - (i) pension schemes approved by the Irish Revenue;
  - (ii) qualifying fund managers or qualifying savings managers in relation to approved retirement funds or approved minimum retirement funds;
  - (iii) PRSA administrators who receive the relevant distribution as income arising in respect of PRSA assets;
  - (iv) qualifying employee share ownership trusts;
  - (v) collective investment undertakings;
  - (vi) tax-exempt charities;
  - (vii) designated brokers receiving the distribution for special portfolio investment accounts;
  - (viii) any person who is entitled to exemption from income tax under Schedule F on dividends in respect of an investment in whole or in part of payments received in respect of a civil action or from the Personal Injuries Assessment Board for damages in respect of mental or physical infirmity;
  - (ix) certain qualifying trusts established for the benefit of an incapacitated individual and/or persons in receipt of income from such a qualifying trust;
  - (x) any person entitled to exemption to income tax under Schedule F by virtue of section 192(2) of the TCA;
  - (xi) unit trusts to which section 731(5)(a) of the TCA applies; and
  - (xii) certain Irish Revenue-approved amateur and athletic sport bodies.

9.12 The following non-resident 7% Preference Shareholders are exempt from withholding if they make to CRH, in advance of payment of any dividend, an appropriate declaration of entitlement to exemption:

- (a) persons (other than a company) who (i) are neither resident nor ordinarily resident in Ireland and (ii) are resident for tax purposes in (a) a Tax Treaty Country or (b) an EU member state other than Ireland;
- (b) companies not resident in Ireland which are resident in an EU member state or a Tax Treaty Country and are not controlled, directly or indirectly, by an Irish resident or Irish residents;
- (c) companies not resident in Ireland which are directly or indirectly controlled by a person or persons who are, by virtue of the law of a Tax Treaty Country or an EU member state, resident for tax purposes in a Tax Treaty Country or an EU member state other than Ireland and which are not controlled directly or indirectly by persons who are not resident for tax purposes in a Tax Treaty Country or EU member state;
- (d) companies not resident in Ireland, the principal class of shares of which is substantially and regularly traded on a recognised stock exchange in a Tax Treaty Country or an EU member state including Ireland or on an approved stock exchange; or
- (e) companies not resident in Ireland that are 75% subsidiaries of a single company, or are wholly-owned by two (2) or more companies, in either case the principal classes of shares of which is or are substantially and regularly traded on a recognised stock exchange in a Tax Treaty Country or an EU member state including Ireland or on an approved stock exchange.

9.13 In the case of an individual non-Irish resident 7% Preference Shareholder resident in an EU member state or Tax Treaty Country, the declaration must be accompanied by a current certificate of tax residence from the tax authorities in the 7% Preference Shareholder's country of residence. In the case of both an individual and corporate non-Irish resident 7% Preference Shareholder resident in an EU member state or Tax Treaty Country, the declaration must also contain an undertaking that he, she or it will advise the Company accordingly if he, she or it ceases to meet the conditions to be entitled to the DWT exemption. No declaration is required if the 7% Preference Shareholder is a 5% parent company in another EU member state in accordance with section 831 of the TCA.

9.14 Investors who hold their shares through a qualifying intermediary should make the appropriate declaration of entitlement to exemption on a timely basis to that intermediary.

#### **Irish Stamp Duty**

9.15 7% Preference Shareholders will not be chargeable to Irish stamp duty on the disposal of their 7% Preference Shares under the 7% Preference Share Scheme.

#### **10. Overseas Shareholders**

10.1 As regards Overseas Shareholders, the 7% Preference Share Scheme may be affected by the laws of the relevant jurisdictions. Such Overseas Shareholders should inform themselves about and observe any applicable legal requirements. It is the responsibility of Overseas Shareholders to satisfy themselves as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

10.2 This explanatory statement has been prepared for the purposes of complying solely with the laws of Ireland, in particular with Section 452 of the Act, and the information disclosed may be different from that which would have been disclosed if this document had been prepared in accordance with the laws of jurisdictions outside Ireland. Overseas Shareholders are encouraged to consult their local tax advisor.

#### **11. 7% Preference Share Forms of Proxy**

11.1 7% Preference Shareholders who hold their 7% Preference Shares in their own name as of the date of this document have been sent 7% Preference Share Forms of Proxy for the 7% Preference Share Scheme Meeting and the AGM. 7% Preference Shareholders are strongly encouraged to complete and return their 7% Preference Share Forms of Proxy as soon as possible.

## 12. Action to be Taken

- 12.1 You will find enclosed with the 7% Preference Share Scheme Circular, (i) the full terms of the 7% Preference Share Scheme of Arrangement, (ii) the formal notice of the 7% Preference Share Scheme Meeting, and (iii) the 7% Preference Share Form of Proxy for use at the 7% Preference Share Scheme Meeting. Your attention is drawn to the “Notes” section at the end of the notice of the 7% Preference Share Scheme Meeting.
- 12.2 It is important that as many votes as possible are cast at the 7% Preference Share Scheme Meeting so that the Irish High Court may be satisfied that there is a fair and reasonable representation of the opinion of 7% Preference Shareholders as of the Voting Record Time when it is considering whether to sanction the 7% Preference Share Scheme. In addition, the quorum required for the 7% Preference Share Scheme Meeting (or at any adjournment of such meeting) shall be at least two persons holding or representing in person or by proxy at least one-third in nominal value of the 7% Preference Shares. You are therefore strongly encouraged to complete and return your 7% Preference Share Form of Proxy in accordance with the deadlines set out below.
- 12.3 Further information regarding voting at the AGM in respect of Proposal 9 can be found in the Proxy Statement. Your attention is drawn to the General Information section of the Proxy Statement on pages 84 to 88.

## Registered Shareholders

- 12.4 For 7% Preference Shareholders whose name appears on the Register of Members (i.e. those who hold their 7% Preference Shares directly on the Register of Members and who therefore do not hold their interests in 7% Preference Shares as Belgian Law Rights through the EB System or as CDIs through the CREST securities settlement system (“CREST”), you may appoint a proxy by completing the enclosed 7% Preference Share Form of Proxy for the 7% Preference Share Scheme Meeting. To be valid, the 7% Preference Share Form of Proxy 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 Registrar by post to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland in the enclosed reply paid envelope or by hand during normal business hours by no later than 10:00 a.m. (Dublin) on May 19, 2026 (being 48 hours prior to the 7% Preference Share Scheme Meeting).
- 12.5 7% Preference Shareholders who wish to submit proxies by electronic means may do so up to the same deadline (i.e. not later than 48 hours prior to the meeting) by visiting [www.exproxyappointment.com](http://www.exproxyappointment.com) or scanning the QR code and following the instructions on the 7% Preference Share Form of Proxy for the 7% Preference Share Scheme Meeting. 7% Preference Shareholders who have any queries in relation to the proxy appointment process, do not receive a 7% Preference Share Form of Proxy by post, or who wish to be sent paper copies of documents relating to the 7% Preference Share Scheme Meeting, should contact the Registrar, (Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland or telephone (+353 (1) 6968467)). The completion of a 7% Preference Share Form of Proxy will not preclude you from attending the 7% Preference Share Scheme Meeting and voting in person, if you wish to do so.

## Holdings in Uncertificated Form as an EB Participant

- 12.6 7% Preference Shareholders who hold interests in the 7% Preference Shares through a participant account in the EB System can submit electronic voting instructions in the manner described in the document issued by Euroclear Bank entitled ‘Euroclear Bank as issuer CSD for Irish corporate securities’ and available on the Euroclear Bank website ([www.euroclear.com](http://www.euroclear.com)).
- 12.7 EB Participants can either send: electronic voting instructions to instruct EB Nominees to either itself, or by appointing the Chair of the 7% Preference Share Scheme Meeting as a proxy to:
- vote in favour of the 7% Preference Share Scheme;
  - vote against the 7% Preference Share Scheme;
  - abstain in respect of the 7% Preference Share Scheme; and/or
  - give a discretionary vote to the Chair of the 7% Preference Share Scheme Meeting in respect of the 7% Preference Share Scheme; or
  - give a proxy voting instruction to appoint a third party (other than EB Nominee or the Chair of the 7% Preference Share Scheme), who may be a corporate representative or the EB Participant themselves, to attend the meeting and vote the number of 7% Preference Shares specified in the proxy voting instruction by providing Euroclear Bank with the proxy details as requested in its notification (e.g. proxy first name, proxy last name, proxy address). There is no facility to offer a letter of representation or to appoint a corporate representative other than through submission of third party proxy appointment instructions.
- 12.8 Further detail in relation to the procedures for voting in respect of shares held through an EB Participant is set out in the “Notes” section in the Notice of the 7% Preference Share Scheme Meeting. While the voting deadline will be confirmed by Euroclear Bank and notified by it to EB Participants, Euroclear Bank will, wherever practical, aim to have a voting instruction deadline of one hour prior to the Company’s proxy appointment deadline (being 48 hours before the time appointed for the 7% Preference Share Scheme Meeting or any adjournment thereof.)

## Holdings through CDIs in CREST

- 12.9 Voting instructions for 7% Preference Shareholders who hold interests in the 7% Preference Shares as CDIs in the CREST system are to be received via Broadridge. Further details on this service are set out on the ‘All you need to know about SRD II in Euroclear UK & Ireland’ webpage of the Euroclear Bank website ([www.euroclear.com](http://www.euroclear.com)) which is accessible to CREST participants (see section CREST International Service – Proxy voting).
- 12.10 CDI holders will be required to use the EUI proxy voting service facilitated by the Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions, as required. To facilitate client set up, CDI holders who wish to participate in the proxy voting service, will need to complete a Meetings and Voting Client Set-up Form (CRT408), a copy of which is available on the Euroclear Bank website ([www.euroclear.com](http://www.euroclear.com)) which is accessible to CREST participants. Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: [uk-membership@euroclear.com](mailto:uk-membership@euroclear.com). Fully completed and returned application forms will be shared with

Broadridge by EUI. This will enable Broadridge to contact a shareholder and share further detailed information on the service offering and initiate the process for granting their access to the Broadridge platform.

- 12.11 Further detail in relation to the procedures for voting in respect of shares held through CDIs is set out in the “Notes” section in the Notice of the 7% Preference Share Scheme Meeting. While the voting deadline will be confirmed by, or on behalf of Euroclear UK (by Broadridge) and notified by them to CDI holders, the voting deadline for holders of CDIs in respect of the 7% Preference Share Scheme Meeting is expected to be two Business Days prior to Euroclear Bank’s voting instruction deadline.
- 12.12 7% Preference Shareholders should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxies and voting instructions for the 7% Preference Share Scheme Meeting through the respective systems.
- 12.13 If you have any queries in relation to action to be taken, please contact the Registrar, Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, on (+353 (1) 6968467) between 9.00 a.m. and 5.00 p.m. Monday to Friday (other than bank holidays in Ireland). For legal reasons, the Registrar will not be able to provide advice on the merits of the cancellation itself or give financial, legal or tax advice.

### **13. Further Information**

- 13.1 The terms of the 7% Preference Share Scheme are set out in full in “Part I – The 7% Preference Share Scheme of Arrangement” of Annex C to the Proxy Statement and the 7% Preference Share Scheme Circular.
- 13.2 Further information regarding the Preference Share Cancellations is set out in the FAQs Regarding the LSE Delisting and Preference Share Cancellations at Annex E of the Proxy Statement, which are available on the Company’s website, [www.crh.com](http://www.crh.com) under the heading “Shareholder Centre”.

### **14. Board Recommendation**

- 14.1 The Board considers the Preference Share Cancellations to be in the best interests of CRH and its Ordinary Shareholders and Preference Shareholders as a whole. Your vote is very important. Whether or not you plan to attend the 7% Preference Share Scheme Meeting, please take appropriate action to make sure your 7% Preference Shares are represented and voted at the 7% Preference Share Scheme Meeting.
- 14.2 Accordingly, the Board unanimously recommends that you vote “FOR” the approval of the 7% Preference Share Scheme at the 7% Preference Share Scheme Meeting.

# Annex D – Proposal 11 – Approval of Certain Amendments to the Articles to Remove References therein to any Class(es) of Proposed Preference Shares Cancelled in connection with the Proposed Preference Share Cancellations

The proposed amendments to the Company's Articles are to (i) remove references to any classes of Preference Shares cancelled pursuant to any of the Schemes, (ii) delete redundant provisions that relate to the Preference Shares, (iii) insert a new Article 16 to facilitate implementation of the Schemes, and (iv) reflect consequential renumbering of and updates to cross references in the Articles to reflect such amendments. Certain explanatory footnotes are included in the proposed amendments to the Articles described in Annex D to denote the amendments which will apply in circumstances where (i) both Schemes, and/or (ii) only one of the Schemes, are implemented.

An indication of the amendments made is set out as follows:

5. The liability of the members is limited.
6. The capital of the Company is ~~€401,297,940~~ ~~400,000,000~~<sup>1</sup> divided into ~~150,000~~ ~~5%~~ ~~Cumulative Preference Shares of €1.27 each~~, ~~872,000~~ ~~7% "A" Cumulative Preference Shares of €1.27 each~~ and 1,250,000,000 Ordinary Shares of €0.32 each.<sup>2</sup>

The rights and privileges attached to any class of shares in the Company's Share Capital shall not be modified, commuted, affected, abrogated, or dealt with except by an Agreement between the Company and any person or persons purporting to contract on behalf of such class, provided that such agreement is ratified in writing by the holders of three-fourths in nominal value of the issued shares of such class, or is confirmed by an Extraordinary Resolution passed at separate General Meetings of the holders of the shares of such class, such meetings to be summoned and held pursuant to the provisions contained in the Company's Articles in force for the time being.

<sup>1</sup> Note: This amount will be amended to (i) €401,107,440 if only the 5% Preference Share Scheme is implemented, (ii) €401,234,440 if only the 7% Preference Share Scheme is implemented, and (iii) €400,000,000 if both the 5% Preference Share Scheme and the 7% Preference Share Scheme is implemented.

<sup>2</sup> Note: The reference to 5% Preference Shares in this regulation will only be deleted if the 5% Preference Share Scheme is implemented, and the reference to 7% Preference Shares will only be deleted if the 7% Preference Share Scheme is implemented.

## INTERPRETATION

2. In these Articles unless the context otherwise requires:

“2026 Proxy Statement” means the 2026 Notice of Annual General Meeting and Proxy Statement setting out the applicable Schemes and arrangements for the applicable Schemes.

“Act” means the Companies Act 2014 and every statutory modification and re-enactment thereof for the time being in force;

“Acts” means the Act and all statutory instruments which are to be read as one with, or construed or read together as one with,

## CAPITAL AND SHARES

4. The capital of the Company is €~~401,297,400~~ 400,000,000<sup>3</sup> divided into ~~150,000 5% Cumulative Preference Shares of €1.27 each, 872,000 7% "A" Cumulative Preference Shares of €1.27 each and~~ 1,250,000,000 Ordinary Shares of €0.32 each.<sup>4</sup>

4A. Subject to the provisions of the Act, an Ordinary Share shall be deemed to be a Redeemable Share on, and from the time of, the existence or creation of an agreement, transaction or trade between the Company and any third party pursuant to which the Company acquires or will acquire Ordinary Shares, or an interest in Ordinary Shares, from such third party. In these circumstances, the acquisition of such Ordinary Shares or an interest in such Ordinary Shares by the Company, save where acquired otherwise than for valuable consideration in accordance with the Act, shall constitute the redemption of a Redeemable Share in accordance with the Act. No resolution, whether special or otherwise, shall be required to be passed to deem any ordinary share a Redeemable Share.

~~5. The said five per cent. (5%) Cumulative Preference Shares shall confer on the holders thereof the rights and privileges following, that is to say:~~

~~(a) the right out of the profits which the Company shall determine to distribute by way of dividend to a fixed cumulative preferential dividend at the rate of five per cent. (5%) per annum on the capital for the time being paid up or credited as paid up on the said shares during the period in respect of which the said dividend is declared;~~

~~(b) the right in a winding up to repayment of the capital paid up or credited as paid up on the said shares and to payment of all arrears of the said fixed cumulative preferential dividend (whether earned or declared or not) down to the commencement of the winding up in priority to the repayment of the amount of capital paid up or credited as paid up on any other shares in the capital of the Company.~~

~~Subject to the foregoing the said Preference Shares shall not confer any further right to participate in profits or assets and the holders of the said Preference Shares shall have no right to receive notice of or to be present or to vote either in person or by proxy at any general meeting by virtue or in respect of their holdings of such Preference Shares unless their fixed preferential dividend shall be six months in arrears or unless a Resolution is proposed for the winding up of the Company or otherwise affecting the rights or privileges of the holders of such Preference Shares.~~

~~6. The following provisions shall have effect in regard to the said seven per cent. (7%) "A" Cumulative Preference Shares of €1.27 each (hereinafter called "A" Preference Shares):~~

~~(i) The "A" Preference Shares shall carry the right to a fixed cumulative preferential dividend at the rate of seven per cent. (7%) per annum on the capital for the~~

<sup>3</sup> Note: This amount will be amended to (i) €401,107,440 if only the 5% Preference Share Scheme is implemented, (ii) €401,234,440 if only the 7% Preference Share Scheme is implemented, and (iii) €400,000,000 if both the 5% Preference Share Scheme and the 7% Preference Share Scheme is implemented.

<sup>4</sup> Note: The reference to 5% Preference Shares in this article will be deleted if the 5% Preference Share Scheme is implemented, and the reference to 7% Preference Shares in this article will be deleted if the 7% Preference Share Scheme is implemented.

~~time being paid up or credited as paid up thereon during the period in which the said dividend is declared.~~

~~(ii) The "A" Preference Shares shall rank for such dividend next after the said 150,000 five per cent. (5%) Cumulative Preference Shares and in priority to the Ordinary Shares for the time being of the Company.~~

~~(iii) The "A" Preference Shares shall carry the right in a winding up to repayment of capital paid up or credited as paid up thereon and to payment of all arrears of the said fixed cumulative preferential dividend (whether earned or declared or not) down to the commencement of the winding up net after the said 150,000 five per cent. (5%).~~

~~Cumulative Preference Shares and in priority to the Ordinary Shares for the time being of the Company.~~

~~(iv) Save as aforesaid the "A" Preference Shares shall not confer any further right to participate in profits or assets.~~

~~(v) The "A" Preference Shares shall not confer on the holders thereof the right to receive notice of or to attend or vote either in person or by proxy at any general meeting of the Company by virtue or in respect of their holdings thereof unless:~~

~~(A) At the date of the notice convening the meeting the dividend thereon is six months in arrears and so that for this purpose the dividend on such Shares shall be deemed to be payable half-yearly on the 5<sup>th</sup> day of April and the 5<sup>th</sup> day of October in each year, or~~

~~(B) The business of the meeting includes the consideration of a resolution for reducing the capital of the Company or for the sale of the undertaking of the Company, or for the winding up of the Company, or for increasing the borrowing powers of the Company, or for altering its objects, or for varying or abrogating any of the special rights or privileges attached to any Preference Shares, in which case they shall only be entitled to vote on any such resolutions.~~

~~(vi) That the Company shall be entitled to create further new "A" Preference Shares ranking in all respects pari passu with the said 872,000 seven per cent. (7%) "A" Cumulative Preference Shares but not in priority thereto.~~

~~7. Subject to the provisions of Section 108 of the Act, the Company shall have the power to redeem any Preference Shares issued by it prior to the 5th May, 1959.~~

5. ~~8.~~<sup>167</sup> Subject to the provisions of Chapter 6 of Part 3 and Chapter 5 of Part 17 of the Act and the other provisions of this Article, the Company may:

(a) pursuant to Section 66(4) of the Act, issue any shares of the Company which are to be redeemed or are liable to be redeemed at the option of the Company or the shareholder on such terms and in such manner as may be determined by the Company

<sup>5</sup> Note: Article 5 will only be deleted if the 5% Preference Share Scheme is implemented.

<sup>6</sup> Note: Article 6 will only be deleted if the 7% Preference Share Scheme is implemented.

<sup>7</sup> Note: Article 7 will only be deleted if the both the 5% Preference Share Scheme and the 7% Preference Share Scheme is implemented.

CANCELLATION OF PREFERENCE SHARES

16.

<sup>3</sup>

- (a) In these Articles, the "Schemes" means the two schemes of arrangement dated March 27, 2026 as included in Part I of Annex B and Annex C of the 2026 Proxy Statement, and as sent to the holders of the Preference Shares as part of the Scheme Circular (as defined in the applicable Scheme) and to be entered into between the Company and each of (i) the holders of the 5% Preference Share Scheme Shares (as defined in the Scheme relating to the 5% Cumulative Preference Shares) (which comprise the 5% Cumulative Preference Shares of the Company that are cancelled pursuant to the Scheme relating to such shares), and (ii) the holders of the 7% Preference Share Scheme Shares (as defined in the Scheme relating to the 7% "A" Cumulative Preference Shares) (which comprise the 7% "A" Cumulative Preference Shares that are cancelled pursuant to the Scheme relating to such shares), in each case, under Chapter 1 of Part 9 of the Act in its original form or with or subject to any modification, addition or condition approved or imposed by the Irish High Court and terms and expressions defined in the applicable Scheme and (if not so defined) in the Scheme Circular circulated with each Scheme under Section 452 of the Act shall have the same meanings in this Article.
- (b) Notwithstanding any other provision of these Articles, if the Company allots and issues any 5% Cumulative Preference Shares and/or 7% "A" Cumulative Preference Shares (the "Preference Shares") on or after the Voting Record Time (as defined in the applicable Scheme) and prior to the 5% Preference Share Scheme Record Time and/or the 7% Preference Share Scheme Record Time, such shares shall be allotted and issued subject to the terms of the applicable Scheme and the holder or holders of those shares shall be bound by the applicable Scheme accordingly.
- (c) Notwithstanding any other provision of these Articles, if any new Preference Shares of the Company are allotted or issued to any person on or after the 5% Preference Share Scheme Record Time and/or the 7% Preference Share Scheme Record Time (as applicable) or any Preference Shares are transferred to any person on or after the 5% Preference Share Scheme Record Time and/or the 7% Preference Share Scheme Record Time (as applicable), such shares shall be deemed to be 5% Preference Share Scheme Shares and/or 7% Preference Share Scheme Shares (as applicable), (and shall be treated as though they were 5% Preference Share Scheme Shares or 7% Preference Share Scheme Shares (as applicable) at the 5% Preference Share Scheme Record Time and/or the 7% Preference Share Scheme Record Time, as applicable) and shall be cancelled and/or become subject to certain arrangements

<sup>3</sup> Note: If both the 5% Preference Share Scheme and the 7% Preference Share Scheme are implemented, Article 16 will be inserted as proposed in the marked-up text to refer to both of the Schemes. If only one Scheme is implemented, this Article will only refer to the Scheme that is implemented and the applicable class of Preference Shares to be cancelled, and the Article will be amended accordingly to delete reference to the Scheme that was not implemented and to make any other consequential changes

as specified in the applicable Scheme at the applicable Effective Time (as defined in the applicable Scheme) in accordance with the terms of the applicable Scheme and shall otherwise be subject to the terms of the applicable Scheme.

- (d) In order to give effect to any such cancellation or arrangements required by this Article 16, the Directors may appoint any person (including any officer or employee of the Company, and/or the Registrar), as attorney or agent for the holders of the 5% Preference Share Scheme Shares and/or the 7% Preference Share Scheme Shares (as applicable) to do everything necessary to cancel the applicable 5% Preference Share Scheme Shares and/or the 7% Preference Share Scheme Shares (as applicable) and to give effect to the Schemes and do all such other things and execute and deliver all such documents and/or electronic communications as may, in the opinion of such attorney and/or agent, be necessary or desirable to cancel the applicable Scheme Shares and give full effect to the transactions contemplated by the applicable Schemes without the need for any further action being required to give effect thereto.

149. ~~150.~~ Notice of every general meeting shall be given in any manner hereinbefore authorised to:-

- (a) every member holding at least one Ordinary Share in the Capital of the Company; and
- (b) every person upon whom the ownership of a share devolves by reason of his being a personal representative or the Official Assignee in bankruptcy of a member, where the member but for his death or bankruptcy would be entitled to receive notice of the meeting; and
- (c) the Auditor for the time being of the Company.

~~Subject to Articles 5 and 6(v) no other person shall be entitled to receive notices of general meetings.~~

#### WINDING UP

150. ~~151.~~ If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up share capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up or credited as paid up or which ought to have been paid up at the commencement of the winding up on the shares held by them respectively. If in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up or credited as paid up at the commencement of the winding up, the excess shall be distributed among the members in proportion to the capital at the commencement of the winding up paid up or credited as paid up or which ought to have been paid up on the shares held by them respectively. PROVIDED that this Article is without prejudice to the rights of the holders of ~~the five per cent. (5%) Cumulative Preference Shares, the "A" Preference Shares or~~ any other shares issued upon special terms and conditions.

151. ~~152.~~ If the Company is wound up, the liquidator may with the sanction of a Special Resolution of the Company and any other sanction required by the Acts, divide among the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories the liquidator, with the like sanction,

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<sup>11</sup> Note: This reference will only be deleted if both the 5% Preference Share Scheme and the 7% Preference Share Scheme are implemented.

# Annex E – FAQs for shareholders holding 5% Preference Shares and/or 7% Preference Shares in connection with the LSE Delisting and Preference Shares Cancellations

## SECTION 1: GENERAL

Capitalised terms used in this FAQ document shall have the meaning ascribed to such terms in the Notice of AGM and Proxy Statement 2026 (the “Proxy Statement”), available on the Company’s website (Shareholder Center - CRH).

### 1. How do I know if my holding in CRH plc is in the form of Preference Shares

‘Preference Shareholders’ refers to persons who hold CRH’s 5% Preference Shares and/or 7% Preference Shares. This is distinct and separate from a holding of CRH’s Ordinary Shares.

You can hold Preference Shares in two ways:

- (i) directly as a registered shareholder, with your name being listed on CRH’s Register of Members, and with your holding being evidenced in documentary form, (for example, by a dividend voucher issued to you by Computershare, or by a Statement of Holding issued to you by Computershare on request), and your dividends being paid to you by Computershare. Documentation received by you from Computershare will indicate which class of Preference Share you own; or
- (ii) indirectly through a broker, custodian or nominee, holding as a Euroclear Bank participant (i.e. a participant in the Euroclear Bank clearing system used for the preference shares), and with your dividends being paid to you by your broker, custodian or nominee.

You should contact your broker, custodian, nominee, or your financial adviser, if you are unsure if you own Preference Shares.

### 2. What changes are happening to the Preference Shares?

Following a review of CRH’s London Stock Exchange (‘LSE’) listings and preference share capital structure, the Board has determined that it is in the best interests of the Company and shareholders:

- (i) to delist the 7% Preference Shares from the LSE and to seek shareholder approval for the 7% Preferences Shares to be cancelled; and
- (ii) to seek shareholder approval for the 5% Preference Shares to be cancelled and for the 5% Preference Shares to be delisted from Euronext Growth Dublin (‘EGD’) in connection with such cancellation.

The cancellation of the Preference Shares, if approved by shareholders, will be carried out by way of court-approved schemes of arrangement. See Section 3 below for further information. The delisting of the 7% Preference Shares from the LSE does not require shareholder approval. The delisting of the 5% Preference Shares from EGD will occur if shareholder and court approval for the cancellation of the 5% Preference Shares is obtained.

## SECTION 2: THE 7% PREFERENCE SHARE DELISTING

### 1. What is the LSE Delisting?

CRH has announced that it has applied for the cancellation of the listing of its 7% Preference Shares on the Official List of the FCA, and the cancellation of the admission to trading of those shares on the main market for listed securities of the LSE. This will take effect at the same time as the equivalent delisting of CRH’s Ordinary Shares from the LSE (collectively with the delisting of the 7% Preference Shares, the ‘LSE Delisting’).

In practice, this means that, following the LSE Delisting, it will no longer be possible to trade 7% Preference Shares on the LSE, or on any other stock exchange. As discussed further below in Section 3, there will be an opportunity for holders of the 7% Preference Shares to convert their preference shares into cash at a premium price pursuant to the proposed cancellation of the 7% Preference Shares.

The delisting of the 7% Preference Shares is independent of the proposal to cancel the 7% Preference Shares, and will occur whether or not the cancellation of the 7% Preference Shares becomes effective.

This FAQ document has been prepared for shareholders holding Preference Shares in connection with the LSE Delisting, and the cancellation of the Preference Shares. A separate FAQ document for shareholders holding Ordinary Shares in connection with the LSE Delisting is available at <https://www.crh.com/investors/ordinary-shareholders/>.

### 2. When will the LSE Delisting take effect?

It is expected that the LSE Delisting will become effective from 8:00 a.m. (UK time) on April 20, 2026, such that the last day of trading of 7% Preference Shares on the LSE will be April 17, 2026.

**3. Why is CRH implementing the LSE Delisting?**

As part of the review of its listing structure, CRH carefully considered, amongst other things, the level of trading activity for its ordinary shares on the LSE as well as the additional cost, and regulatory and administrative obligations arising from retaining the LSE listing and concluded that it is in the best interests of the Company and its shareholders to proceed with the LSE Delisting.

**4. If the cancellation of the 7% Preference Shares is not approved after the delisting of the 7% Preference Shares becomes effective, will the 7% Preference Shares be listed on another exchange?**

If the proposed cancellation of the 7% Preference Shares does not become effective, the Board does not intend to apply for a listing of the 7% Preference Shares on another stock exchange. Consequently, it will only be possible to sell or transfer 7% Preference Shares in an off-market transaction following the LSE Delisting. You should contact your financial adviser for further information in relation to off-market transactions.

**5. Why is CRH delisting the 7% Preference Shares from the LSE, irrespective of the outcome of the proposal to cancel the 7% Preference Shares, whereas the 5% Preference Shares will only be delisted if the cancellation of the 5% Preference Shares becomes effective?**

The 7% Preference Shares are being delisted from the LSE as CRH has determined to cancel all of its listings on the LSE, regardless of whether the cancellation of the 7% Preference Shares becomes effective. No shareholder approval is required in connection with the LSE Delisting.

The delisting of the 5% Preference Shares from EGD will only occur if the cancellation of the 5% Preference Shares becomes effective, as shareholder approval is required for the delisting. The shareholder approval for the delisting from EGD is being sought as part of the approval of the scheme to cancel the 5% Preference Shares.

**6. Can I vote on the LSE Delisting at the 2026 AGM?**

No shareholder approval is required for the LSE Delisting under the UK Listing Rules. Following a period of consultation, the Board has determined that the LSE Delisting is in the best interests of the Company and shareholders. Please refer to Questions 2 and 3 for more information.

**7. Will the LSE Delisting impact how I receive my dividends?**

No, the LSE Delisting will not impact how you receive your dividends. You will receive your dividends in the same way you normally do. However, please refer to Question 10 in Section 3 in relation to how the cancellation of the 7% Preference Shares will impact dividend payments.

**8. Can I continue to hold my 7% Preference Shares indirectly through a broker, custodian, nominee or other intermediary in the EB System following the delisting of the 7% Preference Shares from the LSE?**

Whether you may continue to hold your 7% Preference Shares through a broker, custodian, nominee or other intermediary in the same manner as you currently hold your 7% Preference Shares will be dependent on whether the intermediaries (brokers, custodians and nominees) will continue to support holdings through the securities settlement system operated by Euroclear Bank following the LSE Delisting. You should contact the intermediary through which you hold your 7% Preference Shares for further information. Please refer to Section 3 for further information on this.

**SECTION 3: THE PREFERENCE SHARE CANCELLATIONS AND DELISTING OF THE 5% PREFERENCE SHARES****1. What are the Preference Share Cancellations?**

In addition to the delisting of the 7% Preference Shares from the LSE, CRH is also proposing to cancel the 5% Preference Shares and the 7% Preference Shares in exchange for a premium cash consideration payment. Further details regarding the terms of the cancellations of the Preference Shares are set out on pages 31 to 38 of the Proxy Statement.

**2. What will happen as a result of the Preference Share Cancellations?**

If any of the proposed cancellations of the Preference Shares become effective, the applicable class of Preference Shares will be cancelled and extinguished and will cease to exist, and the holders of such Preference Shares will receive cash consideration in exchange for such cancellation (as detailed further in Question 5 below).

**3. Why are the Preference Shares being cancelled?**

The Board believes that the proposed cancellations, if implemented, would result in a number of benefits for CRH and its shareholders, including reducing certain administrative obligations and streamlining applicable regulatory requirements, while providing an opportunity to the preference shareholders to monetize their holdings.

**4. When are the cancellations of the Preference Shares expected to become effective?**

The cancellations of the Preference Shares are expected to be completed in mid-2026, subject to obtaining the required shareholder and court approvals. No assurance can be provided as to when or if the cancellations will be completed.

**5. If the cancellations of the Preference Shares are approved, when will I receive the consideration for the cancellation of my Preference Shares?**

Preference Shareholders will receive a premium cash consideration payment within 14 days of the cancellation of a class of Preference Shares becoming effective. The payment will be made in the same manner as dividend payments are typically made, unless Preference Shareholders provide written instructions to the Company's Registrar, Computershare, by the applicable scheme record time (being 11:59 p.m. (Dublin) on the last business day before the applicable scheme becomes effective), revoking any existing mandates in place and providing updated mandate instructions.

**6. How has the consideration payment for the cancellation of the preference shares been calculated?**

The proposed cancellations would be in exchange for a cash payment of an amount equal to 40 times the annual dividend per preference share. This amount has been calculated by capitalizing the annual dividend payable at a rate of 2.5156%, approximately 100bps below the yield on a 30-year German bond (the "Bund") as at March 12, 2026. This is calculated by dividing the annual dividend per share by a rate of 2.5156%. The payments would be €2.54 per share in respect of the 5% Preference Shares, representing 200% of nominal value, and €3.556 per share in respect of the 7% Preference Shares, representing 280% of nominal value, with both classes having a nominal value of €1.27.

**7. When and where will the AGM and scheme meetings be held?**

Please refer to pages 32 and 84 of the Proxy Statement for further details of the time, date and location of the AGM and Preference Share scheme meetings. Please also refer to Questions 9 and 13 in relation to who can vote at the meetings.

**8. Why are Preference Shareholders being asked to vote at a Scheme Meeting?**

It is proposed that the cancellation of the Preference Shares will be carried out by way of two separate schemes of arrangement under Irish law. Irish law requires that three separate shareholders meetings are held in connection with the cancellations, the two Scheme Meetings and the AGM, to approve resolutions in connection with the cancellation of the Preference Shares.

The Board have convened (i) a scheme meeting of the 5% Preference Shareholders to obtain their approval of the scheme of arrangement regarding the cancellation of the 5% Preference Shares (including the delisting from EGD), and (ii) a scheme meeting of the 7% Preference Shareholders to obtain their approval of the scheme of arrangement regarding the cancellation of the 7% Preference Shares.

It will not be possible to complete the cancellation of any class of Preference Shares unless the requisite shareholder approvals have been obtained at the applicable Scheme Meetings, and at the AGM. Approval of the Irish High Court is also required in respect of the cancellation of each class of Preference Shares.

If you are a Preference Shareholder, you will receive a notice of scheme meeting, an explanatory statement in relation to the resolutions proposed, the terms of the Scheme, and a proxy card allowing you to cast your vote in respect of the resolution proposed at the Scheme Meeting. At the respective Scheme Meetings, the Preference Shareholders will be asked to vote on, and if they see fit approve, the cancellation of the applicable class of Preference Shares.

If the relevant shareholder approvals are obtained in relation to the cancellation of the Preference Shares, CRH will apply to the Irish High Court to sanction one or both of the schemes of arrangements (as applicable).

**9. Can Preference Shareholders vote at the AGM?**

7% Preference Shareholders are entitled to vote in respect of a capital reduction of the Company and will therefore be entitled to vote on Proposal 9 at the AGM, with the ordinary shareholders, which relates to the reduction to the Company's capital in connection with the cancellation of any class of Preference Shares. 7% Preference Shareholders will not have the right to vote on any other resolutions at the AGM. 5% Preference Shareholders do not have the right to vote on any of the resolutions proposed at the AGM.

**10. What will happen to any dividends at the time the Preference Shares Cancellations take effect?**

Nothing will happen in respect of any dividend rights or entitlements at the time the cancellations of the Preference Shares take place. There is no separate entitlement or payment in respect of any dividend unpaid or otherwise accrued up to and including the time at which the applicable cancellation becomes effective. The cash consideration payment that is being paid to Preference Shareholders in connection with the cancellation of the Preference Shares comprises the entire amount payable in respect of the cancellation of the Preference Shares.

**11. What are the tax implications for me if my Preference Shares are cancelled pursuant to the proposed cancellations?**

In general, Preference Shareholders who are resident in Ireland (or those who are ordinarily resident in Ireland or have used their shares in connection with a trade carried on in Ireland through a branch or agency) should generally be subject to Irish capital gains tax ("Irish CGT") or Irish corporation tax at a rate of 33% on any chargeable gain arising on the disposal of their Preference Shares pursuant to the cancellations. This is subject to any available exemptions and reliefs.

Preference Shareholders who are not resident in Ireland should not generally be subject to Irish CGT or Irish corporation tax on chargeable gains on the disposal of their Preference Shares pursuant to the cancellations.

The cash payment that is being paid to Preference Shareholders in connection with the cancellations should not be subject to Irish dividend withholding tax. Further, Preference Shareholders should not be chargeable to Irish stamp duty on the disposal of their Preference Shares pursuant to the cancellations of the Preference Shares.

You should consult your own tax advisor regarding the tax consequences of the Cancellation in your particular circumstances. Please refer to pages 31 to 34 of the Proxy Statement for further information.

**12. What will happen if the proposed Preference Share cancellations do not complete?**

If the proposed cancellations of the Preference Shares are not approved at the AGM, and/or by the applicable Preference Shareholders at the Scheme Meetings, the Company will not be able to implement the proposed cancellations, no payment of consideration for the cancellation will be made to Preference Shareholders and the Preference Shareholders will continue to hold the Preference Shares in the same manner as they currently do today, save that the 7% Preference Shares will no longer be listed on the LSE as a result of the LSE Delisting.

**13. Who can attend and vote at the Scheme Meetings?**

The record date for the Scheme Meetings is 7.00 p.m. (Irish time) on Sunday, May 17, 2026.

**Registered Preference Shareholders**

If you hold your Preference Shares directly on the CRH register of members and you are listed on CRH's register of members at the record date, you are entitled to receive notice of, attend, speak, and vote at the applicable Scheme Meeting and any adjournments thereof.

Such registered holders may appoint a proxy by completing the Form of Proxy in accordance with the instructions printed thereon in connection with the cancellation of the applicable class of Preference Shares. To be valid, the Forms of Proxy must be delivered to the Registrar by post no later than 48 hours prior to the meeting (i.e. 10.00 a.m. (Irish Time) on May 19, 2026, for the Scheme Meeting in respect of the 7% Preference Shares, and 10.30 a.m. (Irish Time) on May 19, 2026, for the Scheme Meeting in respect of the 5% Preference Shares).

Preference Shareholders who hold in registered form and who wish to submit proxies by electronic means may do so up to the same deadline (i.e. not later than 48 hours prior to the meeting) by visiting ([www.eproxyappointment.com](http://www.eproxyappointment.com)) or scanning the QR code and following the instructions on the Form of Proxy. Preference Shareholders who have any queries in relation to the proxy appointment process should contact the Registrar (Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland or telephone (+353 (1) 6968467)).

#### **Interests held through a participant account in the Euroclear Bank System**

Preference Shareholders who hold interests in the Preference Shares through a participant account in the Euroclear Bank System (i.e. the Euroclear Bank clearing system used for the preference shares), can submit electronic voting instructions in the manner described in the document issued by Euroclear Bank entitled 'Euroclear Bank as issuer CSD for Irish corporate securities' and available on the Euroclear Bank website ([www.euroclear.com](http://www.euroclear.com)).

EB participants can send electronic voting instructions to instruct Euroclear Nominees to appoint either itself (or another named person) or the Chair of the applicable Scheme Meeting as a proxy to vote in relation to the cancellation of the Preference Shares.

Euroclear Bank's voting instruction deadline is expected to be 9.00 a.m. (Irish Time) on May 19, 2026 for the Scheme Meeting in respect of the 7% Preference Shares, and 9.30 a.m. (Irish Time) on May 19, 2026, for the Scheme Meeting in respect of the 5% Preference Shares).

#### **Interests held via CREST Depository Interests ("CDIs") through the CREST clearing system**

Voting instructions for Preference Shareholders who hold interests in the Preference Shares as CDIs in the CREST system are to be received via Broadridge. Further details on this service are set out on the 'All you need to know about SRD II in Euroclear UK & Ireland' webpage of the Euroclear Bank website ([www.euroclear.com](http://www.euroclear.com)) which is accessible to CREST participants (see section CREST International Service – Proxy voting).

Holders of CDIs will be required to use the CREST operator's proxy voting service facilitated by the Broadridge Global Proxy Voting service in order to receive meeting announcements and send back voting instructions, as required. To facilitate client set up, holders of CDIs who wish to participate in the proxy voting service, will need to complete a Meetings and Voting Client Set-up Form (CRT408), a copy of which is available on the Euroclear Bank website ([www.euroclear.com](http://www.euroclear.com)) which is accessible to CREST participants. Completed application forms should be returned to EUI by an authorised signatory with another relevant authorised signatory copied in for verification purposes using the following email address: [uk-membership@euroclear.com](mailto:uk-membership@euroclear.com). Fully completed and returned application forms will be shared with Broadridge by EUI. This will enable Broadridge to contact a shareholder and share further detailed information on the service offering and initiate the process for granting their access to the Broadridge platform.

The voting deadline for holders of CDIs in respect of the Scheme Meetings is expected to be two business days prior to Euroclear Bank's voting instructions deadline.

Preference Shareholders should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxies and voting instructions for the Scheme Meetings through the respective systems.

Preference Shareholders who hold their interests through CDIs and/or an EB participant in the Euroclear Bank System wishing to attend, speak, ask questions and vote at a Scheme Meeting must arrange to have themselves appointed as their own proxy as explained in the notes to the notice convening the Scheme Meetings which will be issued to each Preference Shareholder.

If you have any queries in relation to action to be taken, please contact the Registrar, Computershare Investor Services (Ireland) Limited. For legal reasons, the Registrar will not be able to provide advice on the merits of the cancellation itself or give financial, legal or tax advice.

If you are unsure of any of the information provided, please contact your financial advisor or broker for further information.

For further information, please refer to pages 97 to 103 of Annex B and pages 110 to 116 of Annex C of the Proxy Statement.

#### **14. If the cancellation of the 5% Preference Shares is not approved, will the listing of the 5% Preference Shares on EGD be cancelled?**

The cancellation of the listing of the 5% Preference Shares on EGD will only occur if the cancellation of the 5% Preference Shares becomes effective.

#### **15. If the 5% Preference Share Cancellation is approved, when will the delisting of the 5% Preference Shares from EGD take place?**

If the cancellation of the 5% Preference Shares is approved and becomes effective, it is proposed that the delisting of the 5% Preference Shares from EGD will take effect from 7:00 a.m. (Irish time) on the date after the date on which the cancellation of the 5% Preference Shares becomes effective (expected to be in mid-2026). An announcement with further information regarding the scheme effective date will be released by the Company at a later date.

### **SECTION 4: PREFERENCE SHAREHOLDER SUPPORTS**

Helplines are available as set out below. Please contact the service appropriate to your query. Please also note that shareholder helpline operators cannot give financial, tax, investment or legal advice.

#### **A. General Queries on the Delisting of the 7% Preference Shares and the Preference Share Cancellations**

If you have a query which is not addressed by the answers to the questions in sections 1 to 3 above, you can contact a toll-free CRH helpline as follows:

Telephone: Ireland (+353) 1800 948 270  
United Kingdom (+44) 0800 029 4526

Updates to the operation of this helpline will be advised on the following page on the CRH website, [www.crh.com/investors/preference-shareholders](http://www.crh.com/investors/preference-shareholders).

Please note that the operators of the CRH helpline will not be in a position to provide technical assistance in relation to the delisting of the 7% Preference Shares and/or the Preference Share Cancellations. They will also not be able to deal with queries from Registered Holders in relation to the day to day management of their shareholding – see B below for the correct contact details.

\*\*Lines are open 9.00 a.m. to 5:30 p.m. (Irish time), Monday to Friday (excluding public holidays in England and Wales).

#### **B. Preference Shareholders who hold their shares in directly on the CRH Register of Members (and not through a broker, custodian, nominee or other intermediary)\* with queries in relation to the day-to-day management of their Preference Share holdings (such as account balances, dividend payments, address changes, etc.) should contact Computershare Investor Services (Ireland) Limited as follows:**

Address: Computershare Investor Services (Ireland) Limited  
3100 Lake Drive,  
Citywest Business Campus,  
Dublin 24  
D24 AK82  
Ireland.

Telephone: (+353 (1) 6968467), (calls to this helpline from outside Ireland are charged at the applicable international rates)\*\*

Email: [webcorres@computershare.co.uk](mailto:webcorres@computershare.co.uk)

Website: [www.investorcentre.com/ie](http://www.investorcentre.com/ie)

\* Preference shareholders who hold preference shares through a broker, custodian, nominee or other intermediary should contact the relevant intermediary with queries on the day to day management of their holdings.

\*\* Lines are open 8:30 a.m. to 5:30 p.m. (Irish time), Monday to Friday (excluding public holidays).

# Annex F – Proposal 12 – Proposed Amendments to Articles of Association

**The proposed amendment to the Company's Articles includes the deletion of Article 87 in its entirety and consequential renumbering of and updates to cross references in the Articles.**

The full text of Article 87 is set out as follows:

87. The qualification of a Director shall be the holding alone and not jointly with any other person of 1,000 Ordinary Shares in the capital of the Company and Ordinary Shares shall also be deemed to be held by a Director for the purposes of this Article, where the Director holds an interest in such Ordinary Shares through a central securities depository. A Director may act before acquiring his qualification but must acquire the same within two months (with such time period to be extended if trading in the Company's shares is prohibited at the relevant time) after his appointment or election.

An indication of the deletion of Article 87 and update to the cross reference in Article 102 is set out as follows:

## DIRECTORS

86. (a) Until otherwise determined by a General Meeting by Special Resolution the number of Directors shall be not less than three nor more than fifteen, provided that the exact number of Directors shall be fixed from time to time by the Board of Directors, at its sole discretion, by a resolution of the Directors passed in accordance with these Articles.
- (b) The persons who are Directors of the Company at the date of the adoption of these Articles as the Articles of Association of the Company shall continue to be the Directors thereof subject to these Articles.
- ~~87. The qualification of a Director shall be the holding alone and not jointly with any other person of 1,000 Ordinary Shares in the capital of the Company and Ordinary Shares shall also be deemed to be held by a Director for the purposes of this Article, where the Director holds an interest in such Ordinary Shares through a central securities depository. A Director may act before acquiring his qualification but must acquire the same within two months (with such time period to be extended if trading in the Company's shares is prohibited at the relevant time) after his appointment or election.~~
87. ~~88.~~(a) The fees payable to the Directors shall not exceed such amount as may be determined by the Board of Directors from time to time. Such fees shall be deemed to accrue from day to day.
- (b) The Board may grant special remuneration to any of its number who being called upon, shall render any special or extra services to the Company or go or reside abroad in connection with the conduct of any of the affairs of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his fees as a Director and may be made payable by a lump sum or by way of salary or by a percentage of the profits or by any or all of those modes as the Board shall determine.

101. ~~102.~~ Any Director may, with the approval of a majority of all the Directors, appoint any person to be an Alternate Director, and such appointment shall have effect, and such appointee while he holds office as an Alternate Director shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the Director appointing him is not personally present and where he is a Director he shall have a separate vote on behalf of the Director he is representing in addition to his own vote, but he shall ipso facto vacate office if and when the appointer himself vacates office or removes the appointee from office. Every appointment and removal under this Article shall be effected by notice in writing to the Company under the hand of the Director making the same. Every such Alternate shall be an officer of the Company and shall not be deemed to be the agent of the Director appointing him. An Alternate Director shall not be entitled to be remunerated otherwise than out of the remuneration of the Director appointing him, and the proportion of such remuneration shall be agreed between them. An Alternate Director ~~need not hold any share qualification and~~ shall not be taken into account in reckoning the minimum or maximum number of Directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the Directors attended by him at which he is entitled to vote.

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