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Notice of the Annual General Meeting of the Company to be held at The Shelbourne Hotel, St. Stephen's Green, Dublin 2, Ireland on 27 June 2012 at 11.00 a.m. is set out at the end of this circular. Whether or not you propose to attend the Annual General Meeting, please complete and submit a Form of Proxy in accordance with the instructions printed on the enclosed form. The Form of Proxy must be received not less than 48 hours before the holding of the Annual General Meeting.

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## **Annual General Meeting 27 June 2012**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt about the course of action you should take, please immediately consult your independent financial adviser (being, in the case of shareholders in Ireland, an adviser authorised or exempt under the European Communities (Markets in Financial Instruments) Regulations (Nos. 1 to 3) 2007 or the Investment Intermediaries Act 1995 (as amended) and, in the case of shareholders in the United Kingdom, an adviser authorised pursuant to the UK Financial Services and Markets Act 2000).

If you have sold or otherwise transferred all your shares in C&C Group plc, please pass this document and the accompanying Form of Proxy to the purchaser or the transferee, or to the stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



28 May 2012

Dear Shareholder

The Annual General Meeting of the Company (the “AGM”) will be held at The Shelbourne Hotel, St. Stephen’s Green, Dublin 2, Ireland on 27 June 2012 at 11.00 a.m. The notice of the meeting is attached.

In addition to the Ordinary Business to be transacted at the meeting, which is referred to in Resolutions 1 to 4 in the notice, the Directors propose that Special Business, as set out in Resolutions 5 to 13 in the notice, be transacted at the meeting for the purposes explained below. This letter contains explanatory notes in relation to the resolutions being proposed at the Annual General Meeting.

### **Resolution 3 - Election and Re-election of Directors**

Stewart Gilliland and Tony Smurfit were appointed as Directors on 17 April 2012. In accordance with the Articles of Association, each of them will retire and offer himself for election at the AGM. Resolution 3 proposes the election of each of these Directors.

In line with the recommendations of the UK Corporate Governance Code, the Board has resolved that all of the other Directors will also retire and that those wishing to serve again shall submit themselves for re-election by the shareholders. Resolution 3 also proposes the re-election of each of these Directors.

Biographical details of all Directors are found on pages 30 and 31 of the Annual Report 2012, which accompanies this notice of meeting.

The resolution will be proposed separately in respect of each Director.

The Chairman, on behalf of the Nomination Committee, has formally reviewed the performance of all of the non-executive Directors, and the Nomination Committee has concluded that their performance continues to be effective and that they continue to demonstrate commitment to their roles.

### **Special Business at the AGM**

There are nine items of Special Business.

### **Resolution 5 - Advisory resolution on Directors’ remuneration**

Resolution 5 is to receive and consider the Report of the Remuneration Committee on Directors’ Remuneration as set out on pages 47 to 55 of the Annual Report. The Company has no legal obligation to put such a resolution to its shareholders, and the resolution is an advisory resolution which will not be binding on the Company. It is being put to shareholders in accordance with the Company’s commitment to best corporate governance practice.

### **Resolutions 6 to 9**

The next four items of special business relate to the share capital of the Company and concern matters which are now standard for most public companies.

## **Resolutions 6 and 7 - General authority to allot shares and disapplication of pre-emption rights**

At the annual general meeting of the Company held in 2011, shareholders gave the Directors a general authority under Section 20 of the Companies (Amendment) Act, 1983 to allot shares. That authority will expire at the conclusion of the forthcoming Annual General Meeting.

The power given to the Directors at last year's annual general meeting to allot shares for cash otherwise than in accordance with statutory pre-emption rights also expires at the conclusion of the forthcoming Annual General Meeting.

By Resolution 6, the Directors will, at the forthcoming Annual General Meeting, seek authority to allot shares up to a nominal value of €1,130,000 which is equal to approximately one-third of the issued ordinary share capital of the Company as at the date of this notice.

In addition, the Directors will, pursuant to Resolution 7, seek power to allot shares for cash otherwise than in accordance with statutory pre-emption rights up to an aggregate nominal value of €169,500 (which is equal to approximately 5% of the nominal value of the issued share capital of the Company as at the date of this notice) and in the event of a rights issue.

These authorities will expire at the conclusion of next year's annual general meeting or 15 months after the forthcoming Annual General Meeting, whichever is the earlier. The Directors have currently no intention to issue shares pursuant to these authorities except for issues of ordinary shares under the Company's share option plans and the Company's scrip dividend scheme.

## **Resolution 8 - Authority to make market purchases of the Company's own shares**

Pursuant to Resolution 8, shareholders are being asked to grant to the Company an authority to make market purchases of up to 10% of its own shares, continuing the authority granted by the shareholders at last year's annual general meeting. The authority would only be exercised if market conditions make it advantageous to do so and if the Directors were to consider that such purchases would be in the best interests of shareholders. The authority being sought under this resolution would permit any shares so purchased either to be cancelled or held as treasury shares. The authority, if given, will not oblige any shareholder to sell their shares in the Company.

Resolution 8 sets out the minimum and maximum prices which may be paid.

There were outstanding at 22 May 2012, options to subscribe for 7,889,355 ordinary shares, representing approximately 2.33% of the Company's issued share capital at that date. If the repurchase authority were to be exercised in full, the shares subject to these options would represent approximately 2.58% of the Company's issued share capital.

## **Resolution 9 - Authority to reissue ordinary shares**

Pursuant to Resolution 9, shareholders are being asked to sanction the price range at which any treasury share (that is, a share of the Company purchased and held by the Company rather than being cancelled) may be reissued other than on the Irish Stock Exchange. The maximum and minimum prices at which such a share may be reissued are 120% and 95%, respectively, of the average market price of a share calculated over the five business days immediately preceding the date of such reissue. The Company holds no treasury shares at the date of this notice.

## **Resolution 10 - Notice of general meetings**

Under the sixth item of special business (Resolution 10), shareholders are being asked to renew, until the Annual General Meeting in 2013, the Company's authority to call on 14 days' notice a general meeting (other than an annual general meeting or a meeting to consider any special resolution (a resolution which requires a 75% majority vote, not a simple majority), for which the notice period will remain 21 days).

The Directors consider that it is in the interests of the Company to retain this flexibility. As a matter of policy, the 14 day notice period will only be utilised where the Directors believe that it is merited by the business of the meeting and the circumstances surrounding the business.

## **Resolutions 11 to 13 – Employee Share Schemes**

The next three items of special business concern the Group's all-employee approved Profit Sharing Scheme (the "PSS"), the Long Term Incentive Plan (Part I) (the "LTIP (Part I)") and the Joint Share Ownership Plan (the "JSOP").

## **Resolution 11 - Proposed amendment and extension of the PSS**

Pursuant to Resolution 11, shareholders are asked to (i) approve amendments to the PSS and (ii) approve the extension of the PSS (as amended) until 27 June 2022.

The PSS is an all-employee share scheme. Invitations to participate in the PSS, and awards of shares made under it, must be made on the same terms to all eligible employees in accordance with the relevant part of the scheme and the applicable legislation.

The PSS has three constituent parts: Part A, which has been approved by the Irish Revenue Commissioners (the “**Irish APSS**”) and Part B, which has been approved by HM Revenue & Customs (“**HMRC**”) in the UK (the “**UK SIP**”). In any tax year employees may only participate in the Irish APSS or the UK SIP but not both. The PSS also includes a Part C which permits awards to be made to employees’ resident in Italy and to participants in Ireland and the UK in excess of the limits set out in the Irish APSS and the UK SIP; however, the Board currently has no intention of using Part C of the PSS.

Under the PSS, the Company gives all eligible employees in Ireland and the UK the opportunity to purchase and/or receive free and/or matching shares in the Company on potentially tax favourable terms and on a ‘similar terms basis’. The PSS is a popular incentive offered to Group employees in Ireland and the UK.

In comparing the operation of the Irish APSS and the UK SIP, it was recognised that whilst the two schemes cannot be identical because of the differences in the governing legislation in Ireland and the UK, certain differences relating to the eligibility criteria and the timing and terms of invitations under the Irish APSS and the UK SIP could be more closely aligned. Furthermore, it was noted that the Irish APSS and the UK SIP could be updated and amended to take advantage of the full degree of flexibility afforded by the governing legislation (for example, to permit awards of free shares and matching shares to be made under the UK SIP in the same tax year and up to the maximum limits permitted under the legislation) and also to reflect changes in market and best practice and the policy of the Revenue Commissioners and HMRC.

Having considered these changes to the PSS, the Board considers that it would now be an opportune time to reapprove the terms of the PSS (as amended) so that awards may be made under it for a further ten years until 27 June 2022. This will avoid the need for shareholder approval of an extension to the PSS on its scheduled expiry on 30 April 2014.

Both the Irish Revenue Commissioners and HMRC have informally approved the amendments.

The Board believes that the PSS offers a fair, flexible and effective way of promoting all employee share ownership within the Group and is, therefore, asking you to approve the amendments to the PSS and approve the extension of the PSS (as amended) for a further ten years. A description of the principal terms of the PSS and of the proposed amendments is set out in Part I of the Schedule to this letter.

## **Resolution 12 - Proposed amendment of the LTIP (Part I)**

The LTIP (Part I) was adopted by the Company in April 2004 on the Company’s flotation. It is proposed that the rules of the LTIP (Part I) be amended to allow the Remuneration Committee of the Board to grant awards on terms that, in respect of those shares that do vest, the holder will receive equivalent value to that which accrued to shareholders by way of dividends during the vesting period. A summary of the LTIP (Part I) and an explanation of the proposed amendments and their effect are set out in Part II of the Schedule to this letter.

The Board and the Remuneration Committee believe that dividend accrual on LTIP (Part I) awards achieves a better alignment of interests of management and shareholders and that the proposed amendments will assist in ensuring that total rewards for executives are effective in supporting the achievement of the Company’s strategic priorities. Pursuant to Resolution 12, we are, therefore, asking you to approve the proposed changes to the LTIP (Part I).

## **Resolution 13 - Proposed amendments to the JSOP**

In 2008, shareholders approved the adoption by the Company of the JSOP. The JSOP involved the issue of sixteen million new ordinary shares in the Company (the “**Plan Shares**”) to be held in joint ownership by participants under the JSOP and the trustees of the C&C employee benefit trust (the “**EBT Trustees**”). No further grants under the JSOP may now be made.

It is proposed that authority should be given to the Company to agree certain amendments with the EBT Trustees and participants to the JSOP documentation, as described in this section.

*(a) Dividends on Plan Shares*

Currently dividends on Plan Shares accrue solely to the EBT Trustees but have been waived by them. Participants are able to obtain dividends on their vested interests in Plan Shares only by requiring that the Plan Shares be sold and buying shares of equivalent value to their vested interests in the market or requiring the EBT Trustees to transfer to them shares of equivalent value. In order to encourage the retention of vested interests within the JSOP and to achieve a better alignment of the interests of the continuing Directors and employees who participate in the JSOP with the interests of shareholders, the Board is seeking shareholder approval at the AGM to allow it to agree with participants that, where interests in Plan Shares have vested, dividends on the jointly-owned Shares should accrue to the EBT Trustees and to the participant in proportion to their respective economic interests. The EBT Trustees would continue to waive their entitlement. This would not apply where interests in the Plan Shares do not vest and would only apply so long as the participant continues to be an employee. The amendment would be intended to take effect from and including the proposed 2012 final dividend until, in each participant's case, the seventh anniversary of the date when the interests were acquired (the "**Long Stop Date**"), and would not be retrospective. At the date of this letter there are 6.89 million vested interests held in the JSOP to which the proposal would apply and a further 833,334 unvested interests to which it may in due course apply.

*(b) Long Stop Date*

Currently, where interests have vested, the related Plan Shares may be retained in the JSOP but, if the Plan Shares have not been sold by the Long Stop Date, the EBT Trustees must then sell them and pay the participant his share of the sale proceeds. The Board is seeking shareholder approval at the AGM to allow it to agree with the participant, that if at the Long Stop Date the Company is in a proscribed period preventing dealings or there is market disruption or there are other circumstances preventing or inhibiting an orderly realisation of the Plan Shares, the Long Stop Date may be extended for an additional period not exceeding 12 months to enable an orderly realisation to take place. During this period no further dividends would be paid in respect of the participant's interests. The Board believes that such a provision is in the best interests of shareholders as facilitating an orderly market in the Company's shares.

*(c) Transfers to Family Members and Trusts*

The Board is also seeking shareholder approval to allow it to agree amendments with participants who are continuing employees to enable such participants to transfer their vested interests to family members and related trusts, which will allow participants greater flexibility to manage their tax and financial planning; The Board believes these amendments will encourage retention of vested interests in the JSOP. Any such family member or trust would remain subject to the rules of the JSOP in the same way as the participant.

Overall the Board and its Remuneration Committee believe that the proposed amendments are fair to the interests of the Company and of its executive Directors and senior management and more closely align their interests with those of shareholders and reflect the proprietary interests held by participants in the Plan Shares. Pursuant to Resolution 13, we are, therefore, asking you to authorise the Directors to implement the proposed changes.

A summary of the JSOP and a further explanation of the proposed amendments and their effect are set out in Part III of the Schedule to this letter.

**Documents on display**

A copy of the rules and trust deeds of the C&C Profit Sharing Scheme and the rules of the C&C Long Term Incentive Plan (Part I) incorporating the proposed amendments, and of the rules of the C&C Joint Share Ownership Plan, incorporating for illustrative purposes the pro forma documentation, as to be amended, will be available on the Company's website at <http://www.candcgroupplc.com> and are available for inspection at the Company's registered office and at the offices of McCann FitzGerald, Solicitors at Riverside One, Sir John Rogerson's Quay, Dublin 2 and Tower 42, Level 38C, 25 Old Broad Street, London EC2N 1HQ during normal business hours on any weekday (Saturdays and Irish public holidays excepted) until the close of the Annual General Meeting and at the place of the Annual General Meeting for at least 15 minutes prior to and during the Annual General Meeting.

**Action to be taken by you**

You will find enclosed a form of proxy which, if you wish to appoint a proxy, must be completed and signed in accordance with the instructions and notes on the form and must be returned to the Company's registrar, Capita Registrars (Ireland) Limited, Unit 5, Manor Street Business Park, Manor Street, Dublin 7, Ireland so as to be received not later than 48 hours before the time appointed for holding the meeting.

The return of a form of proxy will not preclude a registered shareholder from attending the meeting and voting in person if he or she wishes to do so.

**Recommendation**

The Directors consider the Resolutions to be proposed at the Annual General Meeting to be in the best interests of the Company and its shareholders as a whole and, accordingly, they unanimously recommend shareholders to vote in favour of each of the Resolutions, as they intend to do in respect of their own beneficial holdings.

Yours faithfully

Sir Brian Stewart  
Chairman

## SCHEDULE

### PART I

#### **Summary of the principal terms of the C&C Profit Sharing Scheme including a summary of the proposed amendments to Parts A and B of the scheme**

The principal terms of the C&C Profit Sharing Scheme (the “**PSS**”) (including a summary of the proposed amendments to Parts A and B of the PSS) are as set out below.

#### ***Constituent parts***

The PSS was adopted by the Company in 2004 and comprises the following:

- Part A, which has been approved by the Irish Revenue Commissioners as an approved profit sharing scheme and is capable of delivering ordinary shares in the capital of the Company (“**Shares**”) to Irish resident employees in a potentially tax beneficial manner;
- Part B, which has been approved by HM Revenue & Customs (“**HMRC**”) in the United Kingdom and is capable of delivering Shares to UK resident employees in a potentially tax beneficial manner; and
- Part C, which deals with the grant of awards of Shares to Italian resident employees and awards of Shares exceeding the limits under Parts A and B of the PSS. The Board does not currently intend to operate Part C of the PSS.

The PSS is an all-employee scheme; accordingly, invitations to participate in the PSS, and awards of shares made under it, must be made on the same terms to all eligible employees in accordance with the relevant part of the scheme and the applicable legislation.

In accordance with the legislation applicable to Parts A and B of the PSS, the Company was required to set up an Irish resident employee trust (the “**Irish Trust**”) and a UK resident employee trust (the “**UK Trust**”) before operating the PSS and making awards to employees in the Republic of Ireland and the UK. The current trustees of the Irish Trust are Capita Corporate Trustees Limited and the trustees of the UK Trust are Capita IRG Trustees Limited.

Under the terms of the offer most recently made under Parts A and B of the PSS all eligible employees have the opportunity to purchase up to €864 worth of shares (equivalent to approximately £750 at the time of the offer) per year using monies deducted from salary in consideration for which the Company will award one free matching share for each share so purchased (i.e. a 1:1 match).

Part A of the PSS and the Irish Trust are together known as the C&C Profit Sharing Scheme (the “**Irish APSS**”). Part B of the PSS and the UK Trust are together known as the UK Share Incentive Plan (the “**UK SIP**”).

A summary of the principal terms of Part A and Part B of the PSS and features that are common to both Parts A and B of the PSS are summarised further below.

#### **(a) Summary of the principal terms of the Irish APSS including a description of the proposed amendments to the Irish APSS**

##### ***(i) Operation***

The Remuneration Committee has the discretion to decide whether or not to operate the Irish APSS in a given year following the announcement of the Company’s financial results.

The Irish APSS comprises of three elements and the Board may decide which element to offer to eligible employees. The Irish APSS is currently operated with Contributory Shares and Free Shares.

“**Contributory Shares**” are Shares that an employee may purchase using contributions deducted from his or her net (i.e. after tax) basic salary. Employee contributions are deducted from net salary by payroll on a monthly basis and are used by the trustees of the Irish Trust to buy Contributory Shares on behalf of eligible employees. Under the relevant tax legislation contributions must not exceed 7.5% of the employee’s annual basic salary. Under the rules of the Irish APSS the amount of employee contributions used to purchase Contributory Shares must not exceed €529.15 per month or €6,349.92 in aggregate per annum or such lesser amounts as the Company may specify at the time of invitation. Employee contributions are currently limited to a maximum

amount of €72 per month. **Subject to the approval of the Company's shareholders at the Annual General Meeting** the Irish APSS will be amended by specifically providing that employee contributions may also be deducted from net salary by payroll on a bi-weekly basis to purchase Contributory Shares. This amendment is necessary to enable employees who are paid bi-weekly to purchase Shares out of their bi weekly net salary.

**"Free Shares"** are matching Shares awarded by the Company to eligible employees who purchase Contributory Shares. Under Irish Revenue rules, participants must receive at least one Free Share for every Contributory Share. Free Shares must be awarded on the same day as the Contributory Shares to which they relate are acquired on behalf of the eligible employees. The market value of Free Shares awarded to any employee in any tax year may not exceed €12,700 or such other limit as may be permitted by the relevant tax legislation.

**"Entitlement Shares"** are Shares appropriated to eligible employees and funded using a financial entitlement determined by the Company at its sole discretion. The entitlement may be determined by reference to the eligible employee's annual basic salary or discretionary bonus (if any), his length of service or determined on such other basis as may from time to time be agreed in writing with the Irish Revenue Commissioners. The Company may permit eligible employees to elect to forgo part of their basic salary for an appropriation of Shares up to the amount of their entitlement taken in Shares, subject to certain restrictions set out in the relevant tax legislation.

Awards of Contributory Shares and/or Free Shares and Entitlement Shares may be made under the Irish APSS until the earliest of the date that the Company decides to terminate the Irish APSS, Irish Revenue approval is withdrawn or, **subject to the approval of the Company's shareholders at the Annual General Meeting, 27 June 2022.**

#### **(ii) Timing of Invitations**

The Company may invite eligible employees to join the Irish APSS during the period of six weeks following the date of announcement of results for any period or at any other time when the circumstances are considered by the Board to be sufficiently exceptional. **Subject to the approval of the Company's shareholders at the Annual General Meeting**, the Irish APSS will be amended so that the Company may invite eligible employees to join the Irish APSS at any time after they have completed one month's service. This is to bring the period during which invitations may be issued under the Irish APSS in closer alignment with the UK SIP, which permits invitations for partnership shares and matching shares at any time.

#### **(iii) Eligibility**

To be eligible to participate in the Irish APSS an employee must satisfy the following requirements:

- pay Irish income tax on their earnings under Schedule E;
- be an employee or full-time director of the Company or a participating company (Irish employing subsidiaries under the control of the Company and nominated by the Board); and
- have completed six months continuous service with the Company or a participating company and remains in continuous service on the date that Shares are appropriated to participants.

All eligible employees must be invited to participate on the same terms but may decline to participate. **Subject to the approval of the Company's shareholders at the Annual General Meeting**, the Irish APSS will be amended by reducing the six months continuous service requirement to one month. This is to bring the Irish APSS eligibility criteria in closer alignment with the UK SIP's eligibility criteria.

#### **(iv) Retention of Shares**

Shares must normally be held by the trustees of the Irish Trust for a minimum period of two years before being released to participants, although the Irish tax legislation encourages participants to keep the Shares in trust for three years. Shares can only be released early in circumstances such as injury, disability, redundancy, reaching pensionable age or death. If a participant ceases employment for any other reason they must continue to hold their Shares in the trust until the expiry of the two year retention period but may elect to keep the Shares in trust for three years.

**(v) Corporate events**

In the event of a general offer being made to shareholders, participants will be able to direct the trustees of the Irish Trust how to act in relation to their Shares. In the event of a corporate reorganisation any Shares held by participants may be replaced by equivalent shares in a new holding company.

**(vi) Dividends on shares held by the trustees of the Irish Trust**

Any dividends paid on Shares held by the trustees of the Irish APSS on behalf of participants are distributed to participants in cash unless they elect to reinvest their dividend under the Irish APSS to acquire additional Shares.

**(b) Summary of the principal terms of the UK SIP including a description of the proposed amendments to the UK SIP**

**(i) Operation**

The UK SIP comprises the following three elements and the Board may decide which element to offer to eligible employees:

**“Partnership Shares”** are Shares that an employee may purchase using contributions deducted from his or her pre-tax earnings. The market value of Partnership Shares which an employee can agree to purchase in any tax year may not exceed £1,500 (or 10% of the employee’s salary, if lower), or such other limit as may be permitted by the relevant legislation. Salary deductions may be accumulated over a period of up to 12 months and then used to buy Shares at the lower of the market value of the Shares at the start and at the end of the accumulation period. Invitations to purchase Partnership Shares may be made at any time. Any qualifying eligible employee may currently apply to purchase Partnership Shares each month, subject to a maximum contribution of £750 per tax year.

**“Matching Shares”** are free Shares that may be allocated to an employee who purchases Partnership Shares. The Board may allocate Matching Shares to an employee who purchases Partnership Shares up to a maximum of two Matching Shares for every one Partnership Share purchased (or such other maximum ratio as may be permitted by the relevant legislation). The Company currently offers Matching Shares subject to a matching ratio equal to one Matching Share for each Partnership Share purchased.

**“Free Shares”** are free Shares that may be allocated to an employee by the Company or the trustees of the UK Trust. Free Shares may be offered to eligible employees during the period of six weeks following the date of announcement of results for any period or at any other time when the circumstances are considered by the Board to be sufficiently exceptional. **Subject to the approval of the Company’s shareholders at the Annual General Meeting**, the UK SIP will be amended so that invitations to receive Free Shares may be issued at any time. This is to bring the period during which invitations for Free Shares may be issued in closer alignment with the offer of partnership and matching shares, which may be issued at any time. The market value of Free Shares allocated to any employee in any tax year may not exceed £3,000 or such other limit as may be permitted by the relevant legislation. Free Shares may be allocated to employees equally, on the basis of salary, length of service or hours worked, or on the basis of performance, as permitted by legislation.

Awards of Shares are made under the UK SIP in compliance with the applicable legislation but the Company may not currently offer both Free Shares and Matching Shares in the same tax year. **Subject to the approval of the Company’s shareholders at the Annual General Meeting**, the UK SIP will be amended so that the Company can award up to £3,000 worth of Free Shares and £3,000 worth of Matching Shares (subject to a maximum 2:1 match) to an eligible employee in the same tax year (or up to such other maximum limit permitted by the relevant legislation). This amendment is in accordance with the applicable legislation and current market practice and will give a greater degree of flexibility to the Board when considering when and how to operate the UK SIP. It will also bring the UK SIP and the ability to offer both matching and free shares in the same tax year in closer alignment with the ability to offer both free shares and entitlement shares under the Irish APSS.

Awards of Free Shares and/or Partnership Shares and Matching Shares may be made under the UK SIP until the earliest of the date that the Company decides to terminate the UK SIP, HMRC approval is withdrawn or, **subject to the approval of the Company’s shareholders at the Annual General Meeting, 27 June 2022** (i.e. the tenth anniversary of the 2012 Annual General Meeting).

**(ii) Eligibility**

Employees of the Company and any designated participating subsidiary who are UK resident taxpayers are eligible to participate in the UK SIP. The Board may allow non-UK tax resident taxpayers to participate in the UK SIP. The Board may require employees to have completed a qualifying period of employment of up to 18 months in order to be eligible to participate (the current qualifying period for awards of Partnership Shares and Matching Shares is 1 month). All eligible employees must be invited to participate on the same terms.

**(iii) Retention of Shares**

The trustees of the UK Trust may award Free Shares and Matching Shares to employees and hold those Shares on behalf of the participants. Free Shares and Matching Shares must usually be retained by the trustees of the UK Trust for a period of between three and five years after the award is made (the current holding period applicable to Matching Shares awarded under the UK SIP is three years). The trustees will acquire Partnership Shares on behalf of participants and hold those Shares on behalf of the participants in the UK Trust. Employees can withdraw Partnership Shares from the UK Trust at any time. If an employee ceases to be employed by the Company's group at any time after acquiring Partnership Shares, he will be required to withdraw the shares from the UK Trust.

**(iv) Forfeiture of Free Shares and/or Matching Shares**

The Board may decide that awards of Free Shares and/or Matching Shares will be forfeited if participants cease to be employed by a company in the Company's group within a period of up to three years from the date that those awards are made unless they leave by reason of death, injury, disability, redundancy, retirement on or after reaching 65, or if the business or company for which they work ceases to be part of the Company's group. In any of those cases, Free Shares and/or Matching Shares will not be forfeited, but the participants will be required to withdraw their Shares from the UK SIP upon cessation of employment. The UK SIP will not treat Free or Matching Shares as forfeited if they are removed from the UK SIP on a takeover or similar corporate transaction or, in the case of Matching Shares only, the Partnership Shares are removed as a result of such a transaction.

**(v) Corporate events**

In the event of a general offer being made to shareholders, participants will be able to direct the trustees of the UK Trust how to act in relation to their Shares. In the event of a corporate reorganisation any Shares held by participants may be replaced by equivalent shares in a new holding company.

**(vi) Dividends on shares held by the trustees of the UK Trust**

Any dividends paid on Shares held by the trustees of the UK SIP on behalf of participants may be either used to acquire additional Shares for employees ("**Dividend Shares**") up to a maximum reinvestment of £1,500 in each tax year or distributed to participants. Participants in the UK SIP are currently given the choice to elect whether they wish to receive dividends on their UK SIP shares in cash or to reinvest under the UK SIP towards Dividend Shares.

**(c) Features common to both Parts A and B of the PSS**

**(i) Operation**

The board of Directors of the Company (the "**Board**") supervises the operation of the PSS.

**(ii) Rights attaching to shares**

An employee will be treated as the beneficial owner of Shares held on his behalf by the trustees of the Irish Trust and UK Trust (as is applicable). Any Shares allotted under the PSS will rank equally with Shares then in issue except for rights attaching to such Shares by reference to a record date prior to their allotment.

**(iii) Overall PSS limits – authority to use new issue and treasury shares (including details of proposed amendments)**

The PSS can currently operate over new issue Shares or Shares purchased in the market (except Partnership Shares under the UK SIP, which must be satisfied using Shares purchased in the market). In any ten year period, the Company may not issue (or grant rights to issue) more than 10 per cent of the issued ordinary

share capital of the Company under the PSS and any other employee share plan adopted by the Company. The current authority to satisfy awards of Shares under the PSS using new issue Shares is due to expire on 30 April 2014 (i.e. the tenth anniversary of the date of adoption of the PSS).

**Subject to the approval of the Company's shareholders at the Annual General Meeting**, the rules of PSS will be amended to provide that the Company may satisfy awards of Shares under the PSS (including Partnership Shares) using new issue Shares, treasury Shares or Shares purchased in the market up until 27 June 2022 (i.e. the expiry of the period of ten years from the date of the Annual General Meeting), subject to compliance with the share plan dilution limit of 10 per cent in ten years as described above.

Treasury Shares will count as new issue Shares for the purposes of this limit unless institutional investor bodies decide that they need not count.

For the avoidance of any doubt, Shares issued or to be issued under or pursuant to awards or options granted on or prior to the Annual General Meeting on 27 June 2012 will continue to count towards the 10 per cent in ten years limit as normal. However, Shares issued or to be issued under or pursuant to awards or options granted prior to the admission of the Company's shares on the Irish and London Stock Exchanges in April 2004 will not count towards this limit.

**(iv) Variation of capital**

In the case of a variation of share capital of the Company, Shares held in the PSS will be treated in the same way as other shares. In the event of a rights issue, participants will be able to direct the trustees of the PSS how to act on their behalf.

**(v) Alterations to the PSS**

The Board may, at any time, amend the PSS in any respect, provided that (i) the prior written approval of the Irish Revenue Commissioners and/or HMRC (as the case may be) is obtained and (ii) the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of Shares or the transfer of treasury Shares, the basis for determining a participant's entitlement to, and the terms of, Shares to be acquired and the adjustment of awards.

The requirement to obtain prior shareholder approval will not, however, apply to any minor alteration to benefit the administration of the PSS, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control, or regulatory treatment for any participant or any company in the Company's group.

**(vi) General**

Awards made under the PSS are not transferable other than to the participant's personal representatives in the event of his death. No benefits received under the PSS will be pensionable.

## PART II

### **Summary of the amendments to the rules of the C&C Long Term Incentive Plan (Part I) to incorporate a dividend equivalent provision**

It is proposed that the rules of the C&C Long Term Incentive Plan (Part I) (the “**LTIP (Part I)**”) be amended to allow the Remuneration Committee to grant awards on terms that will entitle the holder of that award to receive a benefit calculated by reference to the dividends paid on shares. A summary of the LTIP (Part I) and an explanation of the proposed amendments and their effect are set out below.

#### ***Summary of the LTIP (Part I)***

The LTIP (Part I) was adopted by the Company in April 2004 and will expire on 1 May 2014.

The LTIP (Part I) is supervised by the Remuneration Committee of the Board of the Company. Awards to acquire ordinary shares in the Company (“**Shares**”) may be granted under the LTIP (Part I) to any employee (including an executive director) of the Company and its subsidiaries, subject to the discretion of the Committee.

Awards may be structured either as nil (or nominal) cost options or as conditional awards.

An employee may not normally receive awards in any financial year over Shares having a market value in excess of 100 per cent. of annual base salary at that time. In exceptional circumstances, this limit is increased to 200 per cent. of an employee’s annual base salary.

Awards normally vest three years after grant to the extent that the applicable performance conditions have been satisfied and provided that the participant is still employed in the Company’s group. Awards that have been structured as options are then normally exercisable for a period of six months unless they lapse earlier. A summary of the earnings per share and total shareholder return based performance conditions currently applying to awards under the LTIP (Part I) are described in the Report of the Remuneration Committee on Directors Remuneration as set out in the Company’s Annual Report for the year ended 29 February 2012.

Awards may vest early if a participant ceases to hold employment or be a director within the Company’s group for a specified reason (e.g. death, injury, disability, redundancy, the sale or transfer of the participant’s employing company or business out of the group etc) or upon a takeover or other similar corporate event. In these circumstances awards will only vest to the extent that the Remuneration Committee determines that the performance conditions have, in its opinion, been satisfied at that time. Awards will also normally be subject to a time pro rata adjustment in these circumstances.

#### ***Explanation of the proposed amendments to incorporate a Dividend Equivalent***

**Subject to the approval of the Company’s shareholders at the Annual General Meeting**, the rules of the LTIP (Part I) will be amended so that, in respect only of awards granted on or after the date of announcement of the Company’s results for the financial year ended 29 February 2012 (the “**FY2012 Announcement Date**”), the Remuneration Committee may decide on or prior to the grant of an award that participants will receive a payment (in cash and/or Shares) of an amount equivalent to the dividends that would have been paid (such amount to include any dividend tax credit unless the Remuneration Committee determines otherwise) on vested Shares between the time when the awards were granted and the time when they vest (i.e. normally the third anniversary of the date of grant) (such amount being known and referred to as a “**Dividend Equivalent**”). The Dividend Equivalent may assume the reinvestment of dividends. Alternatively, participants may have their awards increased as if dividends were paid on the Shares subject to their award and then reinvested in further Shares.

For the avoidance of doubt the Dividend Equivalent will only be paid by reference to the number of shares held under an award that vests.

Employees who have been granted Awards during the period commencing on the FY2012 Announcement Date and ending on the day before the date of the AGM will be entitled to receive a Dividend Equivalent on those Awards, subject to the Company’s shareholders approving the amendments to the rules of the LTIP (Part I) at the Annual General Meeting as described above.

## PART III

### Summary of the proposed amendments to the rules of the C&C Joint Share Ownership Plan

It is proposed that the terms on which vested interests in Plan Shares (as defined below) granted under the C&C Joint Share Ownership Plan (the “**JSOP**”) are held be amended. A summary of the JSOP and an explanation of the proposed amendments and their effect are set out below.

#### **Summary of the JSOP and explanation of the proposed amendments**

The JSOP was approved by shareholders at an Extraordinary General Meeting of the Company on 18 December 2008. The Remuneration Committee supervises the operation of the JSOP.

The JSOP involved the issue of sixteen million new ordinary shares in the Company (the “**Plan Shares**”) to be held in joint ownership by participants under the JSOP and the trustees of the C&C employee benefit trust (the “**EBT Trustees**”). The one year period in which interests might be granted under the JSOP expired in 2009, and no further grants of interest under the JSOP may be made.

Interests take the form of a restricted interest in ordinary shares in the Company (“**Interest**”). An Interest permits a participant to benefit from the increase (if any) in the value of the number of Plan Shares over which the Interest is acquired. In order to acquire an Interest, a participant was required to enter into a joint share ownership agreement with the EBT Trustees under which the participant and the EBT Trustees jointly acquired the Plan Shares. Under the terms of the JSOP, participants contributed funding equal to 10% of the issue price on the acquisition of the Interest (the “**Entry Price**”) with the balancing amount (the “**Hurdle Value**”) being funded by the EBT Trustees.

All of the Interests were subject to a time-vesting condition with one-third of the Interest in the Plan Shares vesting on each of the first, second and third anniversaries of acquisition. The Interests in half of the Plan Shares were subject to an additional pre-vesting share price target.

#### **(i) Period for retaining shares in the JSOP**

When an Interest vests, a participant may require the EBT Trustees to transfer shares to the participant of equal value to the participant’s Interest or the Plan Shares may be sold by the EBT Trustees, who will account to the participant for the difference between the sale proceeds (less expenses) and the Hurdle Value.

Pending such request, vested Plan Shares continue to be held in co-ownership by the participant and the EBT Trustees. If the participant has not requested such transfer or sale of vested Plan Shares by the seventh anniversary of their acquisition date (the “**Long Stop Date**”), the EBT Trustees must then sell the vested Plan Shares and pay the Participant his share of the sale proceeds on the first permitted dealing day thereafter. **Subject to the approval of the Company’s shareholders at the Annual General Meeting**, it is proposed that the Board should be entitled to agree with the participant that, if at the Long Stop Date the Company is in a proscribed period preventing dealings or there is market disruption or there are other circumstances preventing or inhibiting an orderly realisation of the Plan Shares, the Long Stop Date may be extended for an additional period not exceeding 12 months to enable an orderly realisation to take place. During this period no further dividends would be paid in respect of the participant’s interests. For the avoidance of doubt the proposed extension of the Long Stop Date does not affect the end date for the achievement of the performance condition relating to the interests held by each participant, which remains the fifth anniversary of the acquisition date.

#### **(ii) Voting rights**

The voting rights attaching to the Plan Shares may be exercised by the EBT Trustees as they consider appropriate and in the best interests of the beneficiaries of the employee benefit trust, save that each participant may direct the votes on his vested Interests or, if greater, 10% of the Plan Shares relevant to his Interest.

#### **(iii) Dividend Rights**

The contractual joint share ownership arrangements entered into by the Company with the participants provide that dividends on the Plan Shares are for the account of the EBT Trustees and not the participants. Dividends accruing to the EBT Trustees have been waived by them.

**Subject to the approval of the Company’s shareholders at the Annual General Meeting**, it is proposed that the Board should be entitled to agree with participants who continue to be employed in the C&C Group at the date of the

Annual General Meeting or, if later, the date such amendment is agreed with such participant, that dividends on Plan Shares where the participant's interests have vested shall be distributed in proportion to the EBT Trustees' and the participant's respective interests, namely the Hurdle Value (as defined in the JSOP acquisition agreement) in respect of the EBT Trustees and the excess of Market Value (as defined in the JSOP call option deed) over the Hurdle Value in respect of the participant. This would not apply where interests in Plan Shares do not vest and would only apply to participants so long as they continue to be employees. The amendment would be intended to take effect from and including the proposed 2012 final dividend until the seventh anniversary of the acquisition date and would not be retrospective. The EBT Trustees and the participant shall each be entitled at any time to waive their respective dividend entitlement in respect of any or all of such dividends and it would be expected that the EBT Trustees would do so.

***(iv) Transfer of vested interests to family members and trusts***

Only employees of the Company and its subsidiaries were eligible to participate in the JSOP. The JSOP provides that, prior to vesting, Interests are personal to the participant and are not capable of transfer. The contractual joint share ownership arrangements entered into by each participant with the EBT Trustees provide that neither party may assign or transfer its rights and obligations under the arrangements to any other person. **Subject to the approval of the Company's shareholders at the Annual General Meeting**, it is proposed to amend the contractual joint share ownership arrangements entered into with each participant who remains in the employment of the C&C Group at the date of the Annual General Meeting or, if later, the date such amendment is agreed with such participant, to allow the participant to transfer his vested interests in Plan Shares to family members and related trusts so long as he continues to be an employee.

## C&C GROUP PLC

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of C&C Group plc (the “**Company**”) will be held at The Shelbourne Hotel, St. Stephen’s Green, Dublin 2, Ireland on 27 June 2012 at 11.00 a.m. for the following purposes:

#### **Ordinary Business**

##### **1. Financial statements**

To consider the financial statements for the year ended 29 February 2012 and the reports of the Directors and the auditors thereon.

##### **2. Dividend**

To confirm and declare dividends.

##### **3. Election and re-election of Directors**

- (a) To re-elect Sir Brian Stewart.
- (b) To re-elect Stephen Glancey.
- (c) To re-elect Kenny Neison.
- (d) To re-elect John Burgess.
- (e) To elect Stewart Gilliland.
- (f) To re-elect John Hogan.
- (g) To re-elect Richard Holroyd.
- (h) To re-elect Philip Lynch.
- (i) To re-elect Breege O’Donoghue.
- (j) To elect Tony Smurfit

(each of which shall be proposed as a separate resolution).

##### **4. Auditors’ remuneration**

To authorise the Directors to fix the remuneration of the auditors.

#### **Special Business**

##### **5. Report of the Remuneration Committee**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

To receive and consider the Report of the Remuneration Committee on Directors’ Remuneration for the year ended 29 February 2012.

##### **6. Allotment of shares**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

That the Directors be and they are hereby generally and unconditionally authorised pursuant to section 20 of the Companies (Amendment) Act 1983, in substitution for all existing such authorities, to exercise all powers of the Company to allot relevant securities (within the meaning of section 20 of the Companies (Amendment) Act 1983) up to an aggregate nominal amount of €1,130,000 during the period commencing on the date of the passing of this Resolution and expiring on the earlier of the conclusion of the annual general meeting of the Company in 2013 and 27 September 2013 provided that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

## 7. Disapplication of pre-emption rights

To consider and if thought fit to pass the following resolution as a Special Resolution:

That the Directors be and they are hereby empowered pursuant to section 24 of the Companies (Amendment) Act 1983 to allot equity securities (within the meaning of section 23 of the said Act) for cash pursuant to the authority conferred by Resolution No. 6 above as if sub-section (1) of section 23 of the said Act did not apply to any such allotment, provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with a rights issue, open offer or other invitation to or in favour of the holders of Ordinary Shares of €0.01 each where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be) to the respective numbers of Ordinary Shares held by them (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with fractional entitlements that would otherwise arise or with legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory, or otherwise howsoever); and
- (b) to the allotment (otherwise than pursuant to sub-paragraph (a) above) of equity securities up to an aggregate nominal amount of €169,500

and shall expire at the conclusion of the annual general meeting of the Company in 2013 or on 27 September 2013 (whichever shall be earlier), provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.

## 8. Purchase of own shares

To consider and if thought fit to pass the following resolution as a Special Resolution:

That the Company and/or any of its subsidiaries (being subsidiaries for the purposes of Part XI of the Companies Act, 1990) be and they are hereby generally authorised to make market purchases (as defined in section 212 of the Companies Act, 1990) of Ordinary Shares of €0.01 each in the capital of the Company (“**Shares**”) on such terms and conditions and in such manner as the Directors may from time to time determine but subject, however, to the provisions of the Companies Act, 1990 and to the following restrictions and provisions:

- (a) the maximum number of Shares authorised to be purchased pursuant to the terms of this Resolution shall be such number of Shares whose aggregate nominal value shall equal 10 per cent. of the aggregate nominal value of the issued share capital of the Company as at the close of business on the date of the passing of this Resolution;
- (b) the minimum price that may be paid for any Share is €0.01;
- (c) the maximum price that may be paid for any Share (a “**Relevant Share**”) shall not be more than the higher of:
  - (i) an amount equal to 105 per cent. of the average market value of a Share as determined in accordance with this paragraph (c); and
  - (ii) that stipulated by Article 5(1) of the EU Buy-back and Stabilisation Regulation (EC 2273/2003),

where the average market value of a Share for the purpose of sub-paragraph (i) shall be the amount equal to the average of the five amounts resulting from determining whichever of the following ((1), (2) or (3) specified below) in respect of Shares shall be appropriate for each of the five business days immediately preceding the day on which the Relevant Share is purchased as determined from the information published in the Irish Stock Exchange Daily Official List reporting the business done on each of those five days:

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

- (3) if there shall not be any dealing reported for the day, the average of the closing bid and offer prices for the day;

and if there shall be only a bid (but not an offer) price or an offer (but not a bid) price reported, or if there shall not be any bid or offer price reported, for any particular day, that day shall not be treated as a business day for the purposes of this paragraph (c); provided that, if for any reason it shall be impossible or impracticable to determine an appropriate amount for any of those five days on the above basis, the Directors may, if they think fit and having taken into account the prices at which recent dealings in such shares have taken place, determine an amount for such day and the amount so determined shall be deemed to be appropriate for that day for the purposes of calculating the maximum price; and if the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then the maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the Irish Stock Exchange or its equivalent;

- (d) the authority conferred by this resolution shall include authority to make overseas market purchases (as defined by Section 212 of the Companies Act, 1990) of Shares on the London Stock Exchange, provided that (1) any such purchase shall be subject to any requirements of the laws of the United Kingdom of Great Britain and Northern Ireland as shall apply thereto and (2) the maximum price which may be paid for any Shares so purchased shall be the higher of:
- (i) five per cent. above the average of the middle market quotations for the Shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the date of purchase; and
- (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out,

provided that, if the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the London Stock Exchange or its equivalent; and

- (e) the authority hereby conferred shall expire at the close of business on the date of the next annual general meeting of the Company or the date 18 months after the passing of this Resolution (whichever shall be the earlier) but the Company or any subsidiary may before such expiry enter into a contract for the purchase of Shares which would or might be wholly or partly executed after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

## 9. Reissue of treasury shares

To consider and if thought fit to pass the following resolution as a Special Resolution:

That:

- (a) subject to the passing of Resolution 8 above, for the purposes of section 209 of the Companies Act, 1990, the re-issue price range at which any treasury shares (as defined by the said section 209) for the time being held by the Company may be re-issued off-market as ordinary shares shall be as follows:
- (i) the maximum price at which a treasury share may be re-issued off-market shall be an amount equal to 120 per cent. of the Appropriate Price; and
- (ii) the minimum price at which a treasury share may be re-issued off-market shall be an amount equal to 95 per cent. of the Appropriate Price;
- (b) for the purposes of this resolution the expression “**Appropriate Price**” shall mean the average of the five amounts resulting from determining whichever of the following ((i), (ii) or (iii) specified below) in respect of Ordinary Shares of €0.01 each of the Company shall be appropriate for each of the five business days immediately preceding the day on which such treasury share is re-issued, as determined from information published in the Irish Stock Exchange Daily Official List reporting the business done on each of those five business days:

- (i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
- (ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
- (iii) if there shall not be any dealing reported for the day, the average of the closing bid and offer prices for the day:

and if there shall be only a bid (but not an offer) price or an offer (but not a bid) price reported, or if there shall not be any bid or offer price reported, for any particular day, then that day shall not be treated as a business day for the purposes of this paragraph (b); provided that if for any reason it shall be impossible or impracticable to determine an appropriate amount for any of those five days on the above basis, the Directors may, if they think fit and having taken into account the prices at which recent dealings in such shares have taken place, determine an amount for such day and the amount so determined shall be deemed to be appropriate for that day for the purposes of calculating the Appropriate Price; and if the means of providing the foregoing information as to dealings and prices by reference to which the Appropriate Price is to be determined is altered or is replaced by some other means, then the Appropriate Price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the Irish Stock Exchange or its equivalent; and

- (c) the authority hereby conferred shall expire at the close of business on the date of the next annual general meeting of the Company or on the date 18 months after the passing of this Resolution (whichever shall be earlier).

## 10. Convening of Extraordinary General Meetings

To consider and if thought fit to pass the following resolution as a Special Resolution:

That, in accordance with the Shareholders' Rights (Directive 2007/36/EC) Regulations 2009, the Directors be and they are hereby authorised to call a general meeting, other than an annual general meeting or a meeting for the passing of a special resolution, on not less than 14 days' notice. The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company after the date of passing of this Resolution unless previously reviewed, varied or revoked by the Company in general meeting.

## 11. Amendment and extension of the PSS

To consider and if thought fit to pass the following Ordinary Resolution:

That:

- (a) the amendments to the rules of Parts A and B of the C&C Profit Sharing Scheme (the "**PSS**") as described in the summary of principal terms of the PSS in Part I of the Schedule to the Notice convening this Annual General Meeting (the "**Summary**") and highlighted in the rules of the PSS presented to the Meeting and initialled by the Chairman for the purposes of identification be approved and the Board of Directors of the Company be authorised to make such modifications to the amendments as they may consider appropriate to take account of the requirements of the Irish Revenue Commissioners and HM Revenue & Customs ("**HMRC**") and to adopt the amendments as so modified and to do all such other acts and things as they may consider necessary to obtain and maintain the approval of the Irish Revenue Commissioners and HMRC; and
- (b) the rules and trust deeds of the PSS (as amended) as described in the Summary and in the form presented to the Meeting and initialled by the Chairman for the purposes of identification be approved and the Directors of the Company be authorised to continue operating and making awards of shares under Parts A and B of the PSS for a further ten years until 27 June 2022.

## 12. Amendment to the LTIP (Part I)

To consider and if thought fit to pass the following Ordinary Resolution:

That the amendments to the rules of the C&C Long Term Incentive Plan (Part I) (the "**LTIP (Part I)**") authorising the Remuneration Committee of the Board of Directors of the Company to grant a share award under the LTIP (Part I) on terms that the holder of that award shall be entitled to receive a benefit calculated by reference

to dividends paid on shares during the period from the date of grant of that award to the date that it vests, as described in Part II of the Schedule to the Notice convening this Annual General Meeting and highlighted in the rules of the LTIP (Part I) presented to the Meeting and initialled by the Chairman for the purposes of identification, be approved and adopted.

**13. Amendment to the arrangements for the JSOP**

To consider and if thought fit to pass the following Ordinary Resolution:

That the Directors be authorised to make, with the consent of the participant and the trustees of the C&C Employee Trust, such amendments and modifications to any joint ownership agreement or related document that has been entered into by the Company with any participant under the C&C Joint Share Ownership Plan as are necessary or expedient to implement the revised arrangements for dividend sharing, and holding and transfer of shares and interests, under the C&C Joint Share Ownership Plan, as are described in Part III of the Schedule to the Notice convening this Annual General Meeting, and that the Directors be authorised to do all acts and things that they may consider appropriate to implement such revised arrangements.

By Order of the Board  
Paul Walker  
Secretary

28 May 2012

## Notes:

### Entitlement to attend and vote

- (1) Only those Shareholders registered on the Company's register of members at:
- 6.00 p.m. on 25 June 2012; or
  - if the Annual General Meeting is adjourned, at 6.00 p.m. on the day two days prior to the adjourned Annual General Meeting
- shall be entitled to attend and vote at the Annual General Meeting.

### Website giving information regarding the meeting

- (2) Information regarding the Annual General Meeting, including the information required by section 133A(4) of the Companies Act 1963, is available from [www.candcgroupplc.com](http://www.candcgroupplc.com).

### Attending in person

- (3) The Annual General Meeting will be held at The Shelbourne Hotel, St. Stephen's Green, Dublin 2, Ireland. If you wish to attend the Annual General Meeting in person, you are recommended to attend at least 15 minutes before the time appointed for holding of the Annual General Meeting to allow time for registration. Please bring the attendance card attached to your Form of Proxy and present it at the shareholder registration desk before the commencement of the Annual General Meeting.

### Appointment of proxies

- (4) A member entitled to attend, speak and vote at the above meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A member may appoint more than one proxy to attend and vote at the Annual General Meeting in respect of shares held in different securities accounts. A member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by that member. A proxy need not be a member of the Company. If you wish to appoint more than one proxy then please contact the Company's Registrars, Capita Registrars (Ireland) Limited on +353 1 810 2400.
- (5) A Form of Proxy for use by members is enclosed with this Notice of Annual General Meeting (or is otherwise being delivered to Shareholders). Completion of a Form of Proxy (or submission of proxy instructions electronically) will not prevent a shareholder from attending the Annual General Meeting and voting in person should he or she wish to do so.
- (6) To be valid, the Form of Proxy and any power or other authority under which it is executed (or a duly certified copy of any such power or authority) must be lodged with the Company's Registrar, Capita Registrars (Ireland) Limited at P.O. Box 7117, Business Reply, Dublin 2, Ireland (if by post) or by hand to Capita Registrars (Ireland) Limited, Unit 5, Manor Street Business Park, Manor Street, Dublin 7, Ireland as soon as possible and, in any event, so as to be received not less than forty-eight hours before the time for the holding of the meeting, or any adjournment thereof.
- (7) CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so for the Annual General Meeting and any adjournment(s) thereof by utilising the procedures described in the CREST Manual. CREST Personal Members or other CREST Sponsored Members, and those CREST Members who have appointed a voting service provider(s), should refer to their CREST Sponsor or voting service provider(s), who will be able to take appropriate action on their behalf.
- (8) In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK and Ireland (EUI)'s specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must be transmitted so as to be received by the Company's Registrar, Capita Registrars (Ireland) Limited, as issuer's agent (CREST Participant ID 7RA08), by the latest time(s) for receipt of proxy appointments specified in this notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the

manner prescribed by CREST.

- (9) CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or Sponsored Member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
- (10) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.
- (11) Completing and returning the Form of Proxy does not preclude a member from attending and voting at the meeting should he/she so wish.
- (12) To appoint a proxy electronically log onto the website of the Registrar, Capita Registrars (Ireland) Limited: [www.capitaregistrars.ie](http://www.capitaregistrars.ie). Shareholders should select "Shareholder Portal" and follow the instructions. Shareholders will require their Shareholder Investor Code (IVC) as printed on the face of the accompanying Form of Proxy. Full details of the procedures, including voting instructions are given on the website.

### **Issued shares and total voting rights**

- (13) The total number of issued ordinary shares on the date of this notice of Annual General Meeting is 339,274,722. On a vote by show of hands every shareholder who is present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every shareholder shall have one vote for every share carrying voting rights of which he or she is the holder.

The ordinary resolutions require a simple majority of votes cast by shareholders voting in person or by proxy to be passed. The special resolutions require a majority of not less than 75% of votes cast by those who vote either in person or by proxy to be passed.

### **Questions at the Annual General Meeting**

- (14) Under section 134C of the Companies Act 1963, the Company must answer any question a shareholder may ask relating to the business being dealt with at the Annual General Meeting unless:
  - answering the question would interfere unduly with the preparation for the Annual General Meeting or the confidentiality and business interests of the Company;
  - the answer has already been given on a website in a question and answer format; or
  - it appears to the Chairman of the Annual General Meeting that it is undesirable in the interests of good order of the meeting that the question be answered.

### **Shareholders' right to table draft resolutions and to put items on the agenda**

- (15) A shareholder or a group of shareholders holding 3% of the issued share capital, representing at least 3% of the total voting rights of all shareholders who have a right to vote at the meeting, have a right to table a draft resolution for an item on the agenda of the meeting subject to any contrary provisions in company law. In the case of the 2012 Annual General Meeting, the latest date for submission of such requests was 16 May 2012 (being 42 days prior to the date of the meeting).

The request:

- may be in hard copy form or in electronic form;
- must set out in writing details of the draft resolution in full or, if supporting a draft resolution sent by another shareholder, clearly identify the draft resolution which is being supported;
- must be authenticated by the person or persons making it (by identifying the shareholder or shareholders meeting the qualification criteria and, if in hard copy, by being signed by the shareholder or shareholders); and

- must be received by the Company not later than 42 days before the meeting to which the request relates.

In addition to the above, the request must be made in accordance with one of the following ways:

- a hard copy request which is signed by the shareholder(s), states the full name and address of the shareholder(s) and is sent to the Company Secretary, Block 71, The Plaza, Parkwest Business Park, Dublin 12, Ireland; or
- a request which states the full name and address of the shareholder(s) and the Shareholder Investor Code (IVC) (as printed on the accompanying Form of Proxy) and is sent to *company.secretary@candcgroup.ie*.

A draft resolution must not be such as would be incapable of being passed or otherwise be ineffective (whether by reason of inconsistency with any enactment or the Company's Memorandum and Articles of Association or otherwise). Any draft resolution must not be defamatory of any person.

- (16) A shareholder or a group of shareholders holding 3% of the issued share capital, representing at least 3% of the total voting rights of all shareholders who have a right to vote at the meeting, have a right to put an item on the agenda of the meeting subject to any contrary provisions in company law. In the case of the 2012 Annual General Meeting, the latest date for submission of such requests was 16 May 2012 (being 42 days prior to the date of the meeting).

The request:

- may be in hard copy form or in electronic form;
- must set out in writing the details of the item you wish to have included in the AGM agenda;
- must set out in writing your reasons why the item is to be included in the AGM agenda;
- must be authenticated by the person or persons making it (by identifying the shareholder or shareholders meeting the qualification criteria and, if in hard copy, by being signed by the shareholder or shareholders); and
- must be received by the Company not later than 42 days before the meeting to which the request relates.

In addition to the above, the request must be made in accordance with one of the following ways:

- a hard copy request which is signed by the shareholder(s), states the full name and address of the shareholder(s) and is sent to the Company Secretary, Block 71, The Plaza, Parkwest Business Park, Dublin 12, Ireland; or
- a request which states the full name and address of the shareholder(s) and the Shareholder Investor Code (IVC) (as printed on the accompanying Form of Proxy) and is sent to *company.secretary@candcgroup.ie*.

Any requested item must not be defamatory of any person.





