
Notice of the Annual General Meeting of the Company to be held at The Radisson Blu Royal Hotel, Golden Lane, Dublin 8, D08 VRR7, Ireland on 5 July 2018 at 11.30 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.



Annual General Meeting 5 July 2018

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 2007 (as amended) 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.



6 June 2018

Dear Shareholder

The Annual General Meeting of C&C Group plc (the “**Company**”) will be held at The Radisson Blu Royal Hotel, Golden Lane, Dublin 8, DO8 VRR7, Ireland on 5 July 2018 at 11.30 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 10 in the notice, be transacted at the meeting for the purposes explained below. This letter contains explanatory notes in relation to some of the resolutions being proposed at the Annual General Meeting.

Resolution 3 – Election and Re-election of Directors

As announced on 24 May 2018, I will retire from the Board with effect from completion of the AGM and I will not therefore be submitting myself for re-election. I am delighted that Stewart Gilliland has agreed to succeed me as Chairman.

Jonathan Solesbury was appointed as a Director with effect from 8 November 2017. In accordance with the Articles of Association, he will retire and offer himself for election at the Annual General Meeting.

In line with the recommendations of the UK Corporate Governance Code, the Board has resolved that all of the other Directors will retire at the Annual General Meeting and that those wishing to serve again shall submit themselves for re-election by the shareholders. Resolutions 3(b) to 3(j) proposes the re-election of each of these Directors.

Biographical details of Directors standing for re-election are found on pages 64 and 65 of the Annual Report 2018 which accompanies this notice of meeting or can be found on the Company’s website. The resolutions 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 six items of Special Business.

Resolution 5 - Advisory resolution on Directors’ remuneration

Resolution 5(a) is to receive and consider the Directors’ Remuneration Report (other than the Directors’ Remuneration Policy Report) as set out on pages 84 to 107 of the Annual Report 2018 and Resolution 5(b) is to receive and consider the Directors’ Remuneration Policy Report as set out on pages 87 to 98 of the Annual Report 2018. Each of these resolutions is being proposed on an advisory basis as an ordinary resolution.

C&C Group plc is an Irish incorporated company and is therefore not subject to the UK company law requirement to submit its directors’ remuneration policy report to a binding vote by shareholders.

We last submitted the Directors' Remuneration Policy to shareholders for approval at the annual general meeting of the Company held in 2015. In accordance with the commitment given to shareholders at that time, and as we are proposing some changes to the Directors' Remuneration Policy as was then approved by the shareholders, we are seeking at the forthcoming Annual General Meeting a further advisory vote from shareholders in relation to the revised policy. In line with the Company's commitment to good corporate governance, the Board will take due notice of shareholder feedback on the revised policy and it is the Board's intention to operate in line with the approved policy.

Resolutions 6 to 10

The next five 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, 7 and 8 - General authority to allot shares and disapplication of pre-emption rights

At the annual general meeting of the Company held in 2017, shareholders gave the Directors a general authority 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 €1,029,503 which is equal to approximately one-third of the issued ordinary share capital of the Company (excluding treasury shares) 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 €154,426 (which is equal to approximately 5% of the nominal value of the issued share capital of the Company, excluding treasury shares, as at the date of this notice) and in the event of a rights issue.

Resolution 8, if passed, would authorise the Directors to allot further shares up to an aggregate nominal value of €154,426 (which is equal to approximately 5% of the nominal value of the issued share capital of the Company, excluding treasury shares, as at the date of this notice) otherwise than in accordance with statutory pre-emption rights for the purposes of what the Directors determine to be an acquisition or other specified capital investment.

The pre-emption disapplication authorities being sought in Resolutions 7 and 8 are in line with institutional shareholder guidance, in particular the UK Pre-emption Group's Statement of Principles. The expressions "acquisition" and "specified capital investment" are defined by the Statement of Principles as one or more specific capital investment related uses for the proceeds of an issuance of equity securities, in respect of which sufficient information regarding the effect of the transaction on the company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return. Items that are regarded as operating expenditure rather than capital expenditure will not typically be regarded as falling within the term "specified capital investment". The Directors will have due regard to the Statement of Principles in relation to any exercise of these powers and will exercise these powers only if they consider this to be in the best interests of shareholders generally at that time.

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

Resolution 9 - Authority to make market purchases of the Company's own shares

Pursuant to Resolution 9, shareholders are being asked to grant to the Company 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 his or her shares in the Company.

Resolution 9 sets out the minimum and maximum prices which may be paid.

There were outstanding at 31 May 2018, options to subscribe for 4,203,529 ordinary shares, representing approximately 1.36% of the Company's total voting rights (excluding treasury shares). If the repurchase authority were to be exercised in full, the shares subject to these options would represent approximately 1.52% of the Company's total voting rights.

Resolution 10 - Authority to reissue ordinary shares

Pursuant to Resolution 10, shareholders are being asked to sanction the price range at which any treasury share (that is, a share of the Company purchased and held by the Company rather than being cancelled) may be reissued other than on the 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. As at the date of this notice, 9,025,000 of the Company's ordinary shares were held as treasury shares.

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, Link Registrars Limited, 2 Grand Canal Square, Dublin 2, D02 A342, 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

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 Radisson Blu Royal Hotel, Golden Lane, Dublin 8, D08 VRR7, Ireland on 5 July 2018 at 11.30 a.m. for the following purposes:

Ordinary Business

1. Financial statements

Following a review of the Company’s affairs, to consider the financial statements for the year ended 28 February 2018 and the reports of the Directors and the auditors thereon.

2. Dividend

To declare a final dividend for the year ended 28 February 2018 of 9.37 cent per share on the ordinary shares.

3. Re-election of Directors

- (a) To elect Jonathan Solesbury.
- (b) To re-elect Stewart Gilliland.
- (c) To re-elect Stephen Glancey.
- (d) To re-elect Joris Brams.
- (e) To re-elect Andrea Pozzi.
- (f) To re-elect Jim Clerkin.
- (g) To re-elect Vincent Crowley.
- (h) To re-elect Emer Finnan.
- (i) To re-elect Geoffrey Hemphill.
- (j) To re-elect Richard Holroyd.

(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

- (a) 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 28 February 2018 (other than the Directors’ Remuneration Policy Report) as set out on pages 84 to 107 of the Annual Report 2018.

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

To receive and consider the Directors’ Remuneration Policy Report as set out on pages 87 to 98 of the Annual Report 2018.

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 1021 of the Companies Act 2014, in substitution for all existing such authorities, to exercise all powers of the Company to allot relevant securities (within the meaning of section 1021 of the Companies Act 2014) up to an aggregate nominal amount of €1,029,503 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 2019 and 5

October 2019 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 1023 of the Companies Act 2014 to allot equity securities (within the meaning of section 1023 of the said Act) for cash pursuant to the authority conferred by Resolution No. 6 above as if sub-section (1) of section 1022 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 €154,426

and shall expire at the conclusion of the annual general meeting of the Company in 2019 or on 5 October 2019 (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. **Dis-application of pre-emption rights in respect of an additional 5% of the Company's issued share capital**

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

That, subject to the passing of Resolution 6, the Directors be and are hereby empowered, in addition to any such power granted under Resolution 7, pursuant to Section 1023 of the Companies Act 2014 to allot equity securities (within the meaning of Section 1023 of that Act) for cash pursuant to the authority conferred by Resolution 6 above as if subsection (1) of the said Section 1022 did not apply to any such allotment provided that this power shall be:

- (a) limited to the allotment of equity securities up to an aggregate nominal amount of €154,426; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights most recently published by the UK Pre-emption Group prior to the date of this notice,

and shall expire at the conclusion of the annual general meeting of the Company in 2019 or on 5 October 2019 (whichever shall be earlier), provided that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power hereby conferred had not expired.

9. **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 (as defined by Section 7 of the Companies Act 2014) be and they are hereby generally authorised to make market purchases (as defined in section 1072 of the Companies Act 2014) of ordinary shares of €0.01 each in the capital of the Company ("**Shares**") on such terms and conditions and in such manner as the Directors may from time to time determine but subject, however, to the provisions of the Companies Act 2014 and to the following restrictions and provisions:

- (a) the maximum number of Shares authorised to be purchased pursuant to the terms of this Resolution

shall be such number of Shares whose aggregate nominal value shall equal 10 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 3(2) of the Commission Delegated Regulation (EU) 2016/1052 or by any corresponding provision of legislation replacing that regulation),

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 1072 of the Companies Act 2014) 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 closing prices 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.

10. 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 9 above, for the purposes of section 1078 of the Companies Act, 2014, the re-allotment price range at which any treasury shares (as defined by the said Companies Act 2014) for the time being held by the Company may be re-allotted off-market as ordinary shares shall be as follows:

(i) the maximum price at which a treasury share may be re-allotted off-market shall be an amount equal to 120 per cent. of the Appropriate Price; and

(ii) the minimum price at which a treasury share may be re-allotted 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-allotted, 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).

By Order of the Board

David Johnston
Secretary
6 June 2018

Notes:

Entitlement to attend and vote

- (1) Only those Shareholders registered on the Company's register of members at:
- 6.00 p.m. on 3rd July 2018; 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 1103 of the Companies Act 2014, is available from www.candcgroupplc.com.

Attending in person

- (3) The Annual General Meeting will be held at The Radisson Blu Royal Hotel, Golden Lane, Dublin 8, D08 VRR7, 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 Registrar, Link Registrars Limited on +353 1553 0050.
- (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 of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority) must be lodged with the Company's Registrar, Link Registrars Limited at P.O. Box 7117, Business Reply, Dublin 2, Ireland (if by normal post) or by hand or registered post to Link Registrars Limited, 2 Grand Canal Square, Dublin 2, D02 A342, 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, Link Registrars 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 Company Registrar, Link Registrars Limited at www.signalshares.com entering the company name C&C Group plc. You will need to register for signal share by clicking on 'registration section' (if you have not registered previously) and then follow the instructions thereon. 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.

Voting rights

- (13) The total number of issued ordinary shares as at 31 May 2018 (being the latest practicable date prior to publishing of this notice of Annual General Meeting) is 308,851,001 (excluding treasury shares). The Company holds 9,025,000 ordinary shares in treasury.

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 1107 of the Companies Act 2014 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 2018 Annual General Meeting, the latest date for submission of such requests was 24 May 2018 (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, C&C Group plc, Bulmers House, Keeper Road, Crumlin, Dublin 12, D12 K702, 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 2018 Annual General Meeting, the latest date for submission of such requests was 24 May 2018 (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 agenda of the meeting;
- must set out in writing your reasons why the item is to be included in the agenda of the meeting;
- 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, C&C Group plc, Bulmers House, Keeper Road, Crumlin, Dublin 12, D12 K702, 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.