

**C&C Group plc (the 'Company')**

**Company number: 383466 (Registered in ROI)**

At the Annual General Meeting of the Company, duly convened and held at the Maldron Hotel Dublin Airport, Dublin Airport, Co. Dublin, K67 T6PS, Ireland, on 11 July 2025 at 11.45 a.m., the following resolutions were duly passed by way of a poll as Special Business:

**Resolution 5 – Directors' Remuneration Report (Ordinary resolution)**

To receive and consider the Directors' Remuneration Report for the year ended 28 February 2025 as set out on pages 108 to 126 of the 2025 Annual Report.

**Resolution 6 – Allotment of shares (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 €1,256,052 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 2026 and close of business on 11 October 2026 (being 15 months after the date of the passing of this resolution), 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.

**Resolution 7 - Disapplication of pre-emption rights (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 6 above as if sub-section (1) of section 1022 of the said Act did not apply to any such allotment, to include the re-allotment of any Treasury shares from time to time, 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 €188,407,

and shall expire at the conclusion of the annual general meeting of the Company in 2026 or at the close of business on 11 October 2026 (being 15 months after the date of passing of this resolution) (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.

**Resolution 8 - Disapplication of pre-emption rights in respect of an additional 5% of the Company's issued share capital (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 €188,407; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within twelve 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 2026 or at the close of business on 11 October 2026 (being 15 months after the date of passing of this resolution) (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.

**Resolution 9 - Market purchases of the Company's own shares (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 and unconditionally authorised to make market purchases or overseas market purchases (in each case 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% 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 (excluding expenses) that may be paid for any Share (a 'Relevant Share') shall not be more than the higher of:
  - (i) 5% above the average of the closing prices of a Relevant Share taken from the Official List of the London Stock Exchange for the five business days prior to the day the purchase is made ('Market Purchase Appropriate Price') or if on any such business day there shall be no dealing of Ordinary Shares or a closing price is not otherwise

available the Market Purchase Appropriate Price shall be determined by such other method as the Directors shall determine, in their sole discretion, to be fair and reasonable; 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 (being the value of a Relevant Share calculated on the basis of the higher of the price quoted for:

- (a) the last independent trade of; and
- (b) the highest current independent bid or offer for;

any number of Relevant Shares on the trading venue where the purchase pursuant to the authority conferred by this resolution will be carried out),

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 London Stock Exchange or its equivalent; and

- (d) the authority hereby conferred shall expire at the close of business on the date of the next annual general meeting of the Company or 11 January 2027 (being 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.

#### **Resolution 10 - Reissue of Treasury shares (Special resolution)**

That:

- (a) subject to the passing of Resolution 9 above, for the purposes of sections 109 and 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% of the Appropriate Price; and
  - (ii) the minimum price at which a Treasury share may be re-allotted off-market shall be the nominal value of the share where such share is re-allotted under an employees' share scheme (as defined by Section 64 of the Companies Act 2014) operated by the Company and, in all other cases, shall be an amount equal to 95% 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 London 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 London 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 11 January 2027 (being 18 months after the passing of this resolution (whichever shall be earlier).

#### **Resolution 11 - Adoption of SAYE schemes (Ordinary resolution)**

That the establishment of savings related share option schemes (each a 'save as you earn' or 'SAYE Scheme'), approved by the Irish Revenue Commissioners (the 'Revenue') for the Company's Irish employees and as a UK HM Revenue & Customs ('HMRC') self-certified SAYE Scheme for the Company's UK employees, the principal features of which are summarised in Appendix 2 to the Chair's Letter dated 16 June 2025 which accompanies this Notice of AGM, be and is hereby approved and the Directors be and are hereby generally and unconditionally authorised to:

- (a) do all acts and things which they may consider necessary or expedient to effectively adopt, implement and operate the SAYE Schemes, including to make any amendments required by Revenue or HMRC to the SAYE Schemes and their respective rules, in order to obtain or maintain formal Revenue or HMRC approval and/or confirmation the plans meet legislative requirements; and/or
- (b) make any such minor amendments to the rules of the SAYE Schemes to benefit the administration of the SAYE Schemes, to take account of legislative changes, or to obtain or maintain favourable tax treatment, exchange control or regulatory treatment for participants, the Company or any other member of the Group; and/or
- (c) establish further savings-related share option schemes to operate in overseas territories that are governed by rules similar to the rules of the SAYE Schemes but modified to take account of applicable tax, social security, employment, company, exchange control, trust or securities (or any other relevant) law, regulation or practice, provided that: (a) all overseas plans are

subject to the limitation on awards set out in SAYE Schemes; (b) only employees of subsidiaries of the Company who are resident in (or otherwise subject to the tax laws of) the relevant territory are entitled to benefit under any overseas scheme; and (c) no employee has an entitlement to awards under any overseas scheme greater than the maximum entitlement of an eligible employee under the SAYE Schemes.

#### **Resolution 12 - Notice of extraordinary general meetings (Special resolution)**

That in accordance with Section 1102 of the Companies Act 2014 (as amended) and Article 55 of the Articles of Association of the Company, the Directors of the Company be and are unconditionally authorised to call an extraordinary general meeting, other than an annual general meeting or a meeting for the passing of a special resolution, on not less than 14 clear days' notice. The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company held after the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting.

#### **Resolution 13 - Amendment to the Articles of Association (Payment of dividends) (Special resolution)**

That Article 124 of the Articles of Association of the Company be deleted and replaced with a new Article 124 as follows:

- (a) *The Company may pay any dividend, interest or other moneys payable in cash in respect of shares by cheque, warrant, direct debit, bank transfer, electronic form (including electronic funds transfer, blockchain or other electronic media) or any other method as the Directors may consider appropriate, and may remit the same (i) by post or other delivery service to the registered address of the Holder or person entitled thereto or, in the case of joint Holders, to the registered address of the joint Holder whose name stands first in the Register, or, (ii) directly to an account (of a type approved by the Directors) nominated in writing by the Holder or the joint Holders; or (iii) in the case of two or more persons being entitled to a dividend, interest or other money in consequence of the death or bankruptcy of the Holder, to any one of such persons, or to such person and to such address or account as the Holder or joint Holders or such other persons may in writing nominate or direct. Different methods of payment may apply to different Holders or groupings of Holders (such as Holders overseas). In the case of a Holder who is also an employee of the Company or any of its subsidiaries, the Company may remit any dividend, interest or other moneys as aforesaid to such Holder through the Company's internal postal arrangements or directly to an account (of a type approved by the Directors) nominated in writing by the employee. Every cheque, warrant, electronic transfer or other form of payment is sent or made at the risk of the person entitled to the moneys represented by it. Every such cheque or warrant or electronic payment shall be made payable to the order of the person to whom it is sent, or to such person as the Holder or joint Holders or other person entitled thereto may in writing direct, and the payment of such cheque or warrant or the making of such electronic transfer shall be a good discharge to the Company. The Company will not be responsible for any payment which is lost or delayed. Where the Company pays any dividend, interest or other moneys as aforesaid by any, the debiting of the Company's account in respect of the appropriate amount shall be deemed a good discharge of the Company's obligation to pay such dividend, interest or other moneys. Any one of two or more joint Holders or persons entitled to a dividend, interest or other moneys in consequence*

*of the death or bankruptcy of the Holder may give effective receipts for any dividends, interest or other moneys payable in respect of the share held by him as joint Holder or to which he is jointly entitled as aforesaid.*

- (b) The Directors may, at their discretion, make arrangements to enable a central securities depository (or its nominee(s)) or any such other member or members as the Directors shall from time to time determine to receive duly declared dividends in any currency or currencies other than the currency in which such dividends are declared. For the purposes of the calculation of the amount receivable in respect of any dividend, the rate of exchange to be used to determine the equivalent in any such other currency of any sum payable as a dividend shall be such rate or rates, and the payment thereof shall be on such terms and conditions, as the Directors may in their absolute discretion determine.*
- (c) Notwithstanding any other provision of these Articles, the Board may, at any time and from time to time, mandate electronic payment as the sole method of payment for dividends and other cash distributions payable to any holder and may remove the option for holders to receive dividend payments by cheque, warrant or other paper instrument.*
- (d) If the Directors decide that payments under Article 124 will be made by electronic transfer to an account (of a type approved by the Directors) nominated by a Member or joint Holders or other person who may be entitled thereto, but no such account is nominated by the Member or joint Holders or other person, or an electronic transfer into a nominated account is rejected or refunded, without prejudice to Article 127, the Company may credit the amount payable to an account of the Company to be held until the Member, joint Holders or other person nominates a valid account. The Company will not be a trustee of the money and no interest will accrue on the money.*

**Resolution 14 - Amendment to the Articles of Association (Nomination of Directors)  
(Special resolution)**

That Article 94 of the Articles of Association of the Company be deleted and replaced with a new Article 94 as follows:

*“No person other than a Director retiring at the meeting shall be appointed or re-appointed a Director at any general meeting unless (i) the person is recommended by the Directors or (ii) not less than 42 (forty-two) days nor more than 70 (seventy) days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for appointment stating, with respect to such person to be proposed, whether the person is proposed as an additional Director or to replace a Director who is retiring or being removed and the particulars which would be required, if the person were so appointed, to be included in the Company’s register of Directors together with notice executed by that person of their willingness to be appointed.”*

**Resolution 15 - Amendment to the Articles of Association (General) (Special resolution)**

That, the Articles of Association of the Company be amended in the following manner:

- (i) Article 79 of the Company's Articles of Association be amended by the deletion of the monetary sum of '€600,000' and the insertion of the monetary sum of '€1,000,000' in its place; and
- (ii) Article 91(a) be deleted in its entirety and replaced with the following words:

*"At each annual general meeting of the Company, each Director shall retire from office and, unless he falls within paragraph (b) below, he shall be eligible for re-appointment."*