



Annual General Meeting

28 August 2009

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 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.

29 June 2009

Dear Shareholder

The Annual General Meeting of the Company will be held at the Westbury Hotel, Grafton Street, Dublin 2, Ireland on 28 August 2009 at 12.00 noon. 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 8 in the notice, the Directors propose that Special Business, as set out in Resolutions 9 to 13 in the notice, be transacted at the meeting for the purposes explained below.

Re-election of Directors

Under the Company's Articles of Association each director retires at the annual general meeting held in the third year after he or she was last re-elected.

This year, Richard Holroyd and Breege O'Donoghue will retire by rotation and resolutions 6 and 7 propose their re-election as Directors. To comply with the recommendation of the Combined Code on Corporate Governance that non-executive directors who serve more than nine years be subject to annual re-election, John Burgess retires and being eligible offers himself for re-election. Resolution 5 proposes his re-election. John Dunsmore and Stephen Glancey, who were appointed Directors on 10 November 2008 will, in accordance with the Company's Articles of Association also offer themselves for re-election and resolutions 3 and 4 propose their re-election as Directors. Full biographical details of all Directors are found on pages 20 and 21 of the Annual Report and Accounts which accompany this notice of meeting.

The Nomination Committee has reviewed the performance of all of the non-executive Directors, and has concluded that John Burgess', Richard Holroyd's and Breege O'Donoghue's performance continues to be effective and that, as non-executive Directors proposed for re-election, each continues to demonstrate commitment to their role.

Special Business at AGM

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

General authority to allot shares and disapplication of pre-emption rights

At the annual general meeting of the Company held in 2008, 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 9, the Directors will, at the forthcoming Annual General Meeting, seek authority to allot shares up to a nominal value of €1,095,000 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 10, seek power to allot shares for cash otherwise than in accordance with statutory pre-emption rights up to an aggregate nominal value of €164,000 (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, joint share ownership plan and the Company's scrip dividend scheme.

The Grange, Stillorgan Road, Blackrock, Co Dublin.
Registered in Ireland No: 383466. Registered Office: The Grange, Stillorgan Road, Blackrock, Co Dublin.
T: +353 1 616 1100. F: +353 1 625 1580. info@candcgroup.ie www.candcgroupplc.com

Directors: T. O'Brien (Chairman), J. Dunsmore (UK) (CEO), J. Burgess (UK), L. FitzGerald, S. Glancey (UK), J. Hogan, J. Holberry (UK), R. Holroyd (UK), P. Lynch, B. O'Donoghue.
Secretary: N. O'Kelly



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

Pursuant to resolution 11, 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. The authority being sought under this resolution would permit any shares so purchased either to be cancelled or held as treasury shares.

Resolution 11 sets out the minimum and maximum prices which may be paid.

There were outstanding at 29 June 2009, options to subscribe for 7,214,300 ordinary shares, representing approximately 2.2% 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 2.4% of the Company's issued share capital.

Authority to reissue ordinary shares

Pursuant to resolution 12, 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.

Shareholder Rights Directive

The fifth item of special business (resolution 13) is being proposed in order to reflect one matter deriving from the proposed implementation in August 2009 of the Shareholder Rights Directive. The regulations implementing this Directive will increase the standard notice period for general meetings of the Company to 21 days, the period that is in any event and will continue to be applicable to an annual general meeting or to a meeting to consider any special resolution (a resolution which requires a 75% majority vote, not a simple majority).

The Company is currently able to call any other general meetings on 14 days' notice. The Directive envisages that on an annual basis a company may pass a resolution such as this, to preserve its ability to utilise, where appropriate, this shorter notice period. The Directors consider that it is in the interests of the Company to retain this flexibility, and resolution 13 seeks such approval. The approval will be effective until the Company's next annual general meeting, when it is intended that a similar resolution will be proposed.

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

Tony O'Brien
Chairman



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 Westbury Hotel, Grafton Street, Dublin 2, Ireland on 28 August 2009 at 12.00 noon for the following purposes:

Ordinary Business

1. To consider the financial statements for the year ended 28 February 2009 and the reports of the directors and the auditors thereon. (Resolution No. 1)
2. To confirm and declare dividends. (Resolution No. 2)
3. To elect John Dunsmore, who retires from the Board in accordance with the Articles of Association of the Company, as a Director (Resolution No. 3)
4. To elect Stephen Glancey, who retires from the Board in accordance with the Articles of Association of the Company, as a Director (Resolution No. 4)
5. To re-elect John Burgess as a Director. (Resolution No. 5)
6. To re-elect Richard Holroyd as a Director. (Resolution No. 6)
7. To re-elect Breege O'Donoghue as a Director. (Resolution No. 7)
8. To authorise the Directors to fix the remuneration of the auditors. (Resolution No. 8)

Special Business

9. To consider and if thought fit to pass the following resolution as an Ordinary Resolution: (Resolution No. 9)
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 €1,095,000 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 2010 and 28 November 2010 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.
10. To consider and if thought fit to pass the following resolution as a Special Resolution: (Resolution No. 10)
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. 9 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:
 - (i) to the allotment of equity securities in connection with an offer of securities, open for acceptance for a period fixed by the Directors, by way of rights to holders of Ordinary Shares of €0.01 each and such other equity securities of the Company as the Directors may determine on the register on a fixed record date in proportion to their respective holdings of such securities or in accordance with the rights attached thereto (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
 - (ii) to the allotment (otherwise than pursuant to sub-paragraph (i) above) of equity securities up to an aggregate nominal amount of €164,000

and shall expire at the conclusion of the annual general meeting of the Company in 2010 or on 28 November 2010 (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.

11. To consider and if thought fit to pass the following resolution as a Special Resolution: (Resolution No. 11).

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; 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 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.
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12. To consider and if thought fit to pass the following resolution as a Special Resolution: (Resolution No. 12)

That:

(a) subject to the passing of Resolution 11 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).

13. To consider and if thought fit to pass the following resolution as a Special Resolution (Resolution No. 13):

That a general meeting other than an annual general meeting or a meeting for the passing of a special resolution may be called on not less than 14 days' notice.

By Order of the Board
Noreen O'Kelly
Secretary

29 June 2009

NOTES:

- (i) A member entitled to attend and vote at the above meeting is entitled to appoint a proxy (who need not be a member of the Company) to attend, speak and vote instead of him. A form of proxy is enclosed and, if used, should be deposited with the Company's registrars Capita Registrars (Ireland) Limited, Unit 5, Manor Street Business Park, Manor Street, Dublin 7, Ireland not later than 12.00 noon on 26 August 2009 (or, in the case of adjournment, 48 hours before the time of the adjourned meeting). Completion and return of the form of proxy will not preclude ordinary shareholders from attending and voting at the meeting should they wish to do so.
- (ii) For shareholders holding shares in uncertificated form (pursuant to the Companies Act, 1990 (Uncertificated Securities) Regulations 1996) only those entered on the register of members of the Company by 6.00 pm on 26 August 2009 will be entitled to attend, speak and vote in respect of those shares.
- (iii) 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.

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 Capita Registrars (Ireland) Limited, as issuer's agent, (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.

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.

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.

