Report of the Remuneration Committee on Directors' Remuneration

Dear Shareholder

On behalf of the Board, I am pleased to present the Report on Directors' remuneration for the financial year ended 28 February 2018. This is my first Report as Chairman of the Remuneration Committee having taken over from Breege O'Donoghue following her retirement from the Board in December 2017. I would like to thank Breege for her strong leadership and wise support in the role and for leaving a legacy of fair and transparent reward decisions.

We will be submitting both the Remuneration Policy and the Annual Report on Remuneration to shareholders for an advisory vote at the Company's 2018 AGM. Last year, the Annual Report on Remuneration received the support of over 99% of the votes cast. We hope that shareholders will demonstrate their support again this year.

NEW REMUNERATION POLICY

During 2017, the Committee reviewed the Policy approved by shareholders at the 2015 AGM. In the Committee's view, this Policy continues to support the execution of the Group's strategy and, accordingly, a radical overhaul of it is not proposed, and there is no change in the variable pay quanta of the current policy. Instead the Committee is seeking to simplify the variable pay structure and is also proposing a number of minor changes to reflect the latest corporate governance best practice and market developments.

Currently, the Group operates two share based incentive plans at senior management (including executive Director) levels in the Group; the Long Term Incentive Plan adopted in 2015 ("LTIP 2015") and the Executive Share Option Scheme which was adopted in 2015 ("ESOS 2015"). The LTIP 2015 is a performance share plan and the ESOS 2015 is a market value share option plan. Both plans were essentially renewals of our earlier LTIP and ESOS plans, which have formed part of our share based reward programme for some time – historically these plans have been used to support our culture of value creation and to encourage share ownership throughout the Group.

As the business has developed, the ESOS has become less relevant and we have not been using it more broadly within the business; the emphasis has been on the LTIP particularly on recruitment of senior hires. The LTIP has three performance conditions (EPS, ROCE and Cash Flow) and the Committee is of the view that these continue to be the most appropriate metrics. We have therefore decided to no longer grant awards under the ESOS after the current financial year. From FY2020 we will only make awards under the LTIP 2015 at executive level.

Key changes under the new Policy are therefore as follows:

- Awards will be granted to the executive Directors in FY2019 under both the existing long term incentive plans. After FY2019 long term incentive awards will be made under one plan only.
- No change to quantum under the variable pay arrangements.
- Deferral will be applied to any element of the bonus earned in excess of 80% of salary.
- For long term incentive awards after FY2019 a two year holding period will apply.
- The shareholding guideline has been included in the policy.
- The maximum pension provision has been reduced from 30% to 25%.

EXECUTIVE DIRECTOR CHANGES DURING FY2018

During the year there were a number of changes to the executive Directors. Kenny Neison resigned from the Board as Group Chief Financial Officer in June 2017 and Jonathan Solesbury was appointed to the role in November 2017. Jonathan's salary was set with reference to his experience and previous role and is £425,000, which was in line with the salary for the exiting Group Chief Financial Officer. Andrea Pozzi was an internal promotion to the Board as our Chief Operating Officer in June 2017, which was a new Board role. His salary was set at £290,000 on appointment. This was set at a level which reflected Andrea's internal promotion into a new Board role. At the time, the Committee decided to review the appropriateness of the salary in due course, once Andrea had been in role for a period of time to ensure that it recognised his experience, scope of responsibilities and performance. The Committee may elect to undertake this review in FY2019 and, if so, details will be provided in the Annual Report on Remuneration next year. All elements of Jonathan's and Andrea's remuneration are in line with our policy and there were no buy-out or recruitment awards made.

FY2018 KEY DECISIONS AND INCENTIVE OUT-TURN

Salaries for the executive Directors were increased by 1% for FY2018.

The executive Directors' incentive remuneration opportunities for FY2018 were determined in accordance with the policy adopted at the 2015 AGM as follows:

	Opportunity	Performance Measures	Out-turn
Annual Bonus	80% of salary (compared to a maximum under the policy of 100%)	When setting the bonus targets for FY2018, as set out on page 98, the Committee included two targets, stretching adjusted operating profit (75% of the opportunity) and cash conversion (25% of the opportunity). This is in line with the previous year and continues to recognise the importance of cash generation, which provides us with the flexibility to make appropriate investments for growth, to maintain our progressive dividend policy and to return cash to shareholders.	The cash conversion element of the bonus was achieved at slightly above the threshold level of performance and a bonus of 14.4% of salary is therefore payable in relation to this element. The threshold level of performance for the adjusted operating profit element of the bonus was not achieved and no bonus is therefore payable in relation to this element. Further details are included on page 98.
Long-Term Incentives awarded in the year	LTIP: 100% of salary	As set out on page 104: • EPS growth (33% of the opportunity) • Free Cash Flow Conversion (33% of the opportunity) • Return on Capital Employed (33% of the opportunity)	Performance will be assessed over the three year period ending with FY2020.
	ESOS: 150% of salary	As set out on page 104, EPS growth.	
Long term incentives vesting in respect of performance in FY2018	LTIP (Part 1): 100% of salary for Stephen Glancey and Joris Brams	As set out on page 102 and note 4 to the financial statements, 25% based on relative TSR and 75% on EPS growth.	The performance measures for the awards granted in July 2015 were not met and the awards did not vest.
	ESOS: 150% of salary	As set out on page 102 and note 4 to the financial statements, EPS growth.	

Report of the Remuneration Committee on Directors' Remuneration

(continued)

FY2019 ARRANGEMENTS

We have set out below a summary of our remuneration arrangements for FY2019. Further detail is included in the implementation section on pages 98 to 100.

At a glance summary of our executive Director remuneration arrangements for FY2019

Salary	Benefits and Pensions	Bonus
The executive Directors' salaries have not been increased for FY2019. As stated on page 85, the Committee may however review Andrea Pozzi's salary later in FY2019.	No changes are proposed to the type of benefits provided. No changes will be made to the level of pension provision.	The maximum bonus opportunity will be 80% of salary, compared to a policy maximum of 100%. Vesting will be based on stretching performance conditions based on adjusted operating profit (75%) and cash conversion (25%). See page 98.

Long term incentives

Awards will be granted in the form of LTIP (100% of salary) and ESOS (150% of salary).

Vesting will be subject to performance measures based on EPS, ROCE and cash conversion, and subject to an additional performance underpin. Targets are set by reference to challenging internal budgets and external forecasts.

A vesting schedule will continue to apply to the ESOS awards.

See page 99.

I hope you will find this directors' remuneration report clear in showing our responsible approach to executive remuneration and the way in which it reflects our overall strategy and that you will support our two advisory votes on remuneration at the forthcoming AGM.

Yours sincerely

Stewart Gilliland
Chairman of the Remuneration Committee

Introduction

COMMITTEE AND ADVISERS

Composition
The Committee of the Board consists solely of independent non-executive Directors.

During the year ended 28 February 2018, the Chairman of the Committee was Breege O'Donoghue until Breege retired from the Board in December 2017. Stewart Gilliland became Chairman on Breege's retirement. Other members of the Committee are Richard Holroyd and Vincent Crowley.

Terms of reference of Committee
The Committee's terms of reference are available on the Company's website www.candcgroupplc.com and are summarised on page 80.

Advice and Consultation
The Chairman of the Board and the Group Chief Executive Officer are fully consulted on remuneration proposals but neither is present when his own remuneration is discussed.

The Committee has access to external advice from remuneration consultants on compensation when necessary. During the year ended 28 February 2018, the Committee obtained advice from Deloitte LLP who were appointed by the Committee. Deloitte's fees for this advice amounted to £18,800 charged on a time or fixed fee basis.

Deloitte is a member of the UK Remuneration Consultants Group and, as such, voluntarily operates under its code of conduct. To safeguard objectivity, protocols are established to cover the basis for contact with executive management and to avoid potential conflict arising from other client relationships. The Committee is satisfied that the remuneration advice provided by Deloitte is objective and independent. During the year, Deloitte also provided share scheme advice and transaction services.

The Committee has also obtained advice from:
- David Johnston, Company Secretary
- Sarah Riley, Group Director of Human Resources.

SHAREHOLDERS' VIEWS

The Committee is committed to open and transparent dialogue with shareholders and consults with shareholders and governance bodies on proposals relating to remuneration structures.

Directors' Remuneration Policy

This part of the report sets out the Group's policy on Directors' remuneration. The policy has been determined by the Committee of the Board of Directors (the "Committee"). The Directors' remuneration policy will be subject to an advisory vote at the 2018 AGM and will take effect from that date.

The Company's Directors' remuneration policy set out in the 2015 Annual Report was approved by shareholders under an advisory vote at the 2015 AGM and took effect from the close of that meeting. As an Irish incorporated company, C&C is not required to comply with the UK regulations on remuneration disclosure, however, in keeping with the approach adopted in prior years, the Group is continuing to adopt the regulations on a voluntary basis. Accordingly, the Group is seeking approval, under an advisory vote, for a new Directors' remuneration policy at the 2018 AGM. In the Committee's view, that policy continues to support the execution of the Group's strategy and, accordingly, a radical overhaul of it is not proposed, although the Committee is seeking to simplify the variable pay structure. Summary changes to the policy are as follows:
- Awards will be granted to the executive Directors in FY2019 under the LTIP 2015 and the ESOS 2015. After FY2019, no further awards will be made under the ESOS 2015.
- The maximum awards under the variable pay plans which were included in the 2015 Policy are unchanged.
- Deferral will be applied to any element of the bonus earned in excess of 80% of salary, such that amounts in excess of this will be paid in shares and deferred for two years.
- A holding period has been introduced into the LTIP 2015 so that the vesting of shares earned are deferred for a further two years. This will apply to awards made after FY2019.
- The shareholding guideline has been included in the policy (formerly it was in the Annual Report on Remuneration). The shareholding guideline has been maintained at 200% of salary for the CEO and 100% for the other executive Directors.
- The maximum pension provision has been reduced from 30% to 25% in line with other pension arrangements across the Group.

GENERAL STATEMENT OF POLICY

The main aim of the Group's policy on Directors' remuneration is to attract, retain and motivate Directors of the calibre required to promote the long-term success of the Group. The Committee therefore seeks to ensure that Directors are properly, but not excessively, remunerated and motivated to perform in the best interests of shareholders, commensurate with ensuring shareholder value.

Report of the Remuneration Committee on Directors' Remuneration

(continued)

The Committee seeks to ensure that executive Directors' remuneration is aligned with shareholders' interests and the Group's strategy. Share awards are therefore seen as the principal method of long-term incentivisation. Similar principles are applied for senior management, several of whom have material equity holdings in the Company.

Annual performance-related rewards aligned with the Group's key financial, operational and strategic goals and based on stretching targets are a further component of the total executive remuneration package. For senior management, mechanisms are tailored to local requirements.

The Group seeks to bring transparency to executive Directors' reward structures through the use of cash allowances in place of benefits in kind. In setting executive Directors' remuneration, the Committee has regard to pay levels and conditions applicable to other employees across the Group. Pension benefits under the policy are in line with senior management policy and reflect the investment in pension provision which has been made across the Company over recent years.

Future Policy Table

Executive Directors' remuneration

Element	**Salary**
Purpose and link to strategy	Purpose is to attract, recruit and retain Directors of the necessary calibre.
Operation	Salary levels are determined by the Committee taking into account factors including, but not limited to: • scope and responsibilities of the role; • experience and individual performance; • overall business performance; • prevailing market conditions; • pay in comparable companies, principally in the global beverage sector; and • overall risk of non-retention.
Opportunity	Executive Directors are entitled to an annual review of their salary, but there is no entitlement to receive any increase. The Committee may award salary increases to take account of individual circumstances such as: • increases or changes in scope and responsibility; • to reflect the executive Director's development and performance in the role; or • alignment to market level. In awarding increases, the Committee will have regard to the outcome of pay reviews for employees as a whole.
Performance metrics	While no formal performance conditions apply, an individual's performance in role is taken into account in determining any salary increase.

Element	Benefits/cash allowance in lieu
Purpose and link to strategy	Purpose is to attract, recruit, and retain Directors of the necessary calibre.
Operation	The Group seeks to bring transparency to Directors' reward structures through the use of cash allowances in place of benefits in kind. The cash allowance can be applied to benefits such as a company car and health benefits. Group benefits such as death in service insurance are also made available. Other benefits may be provided based on individual circumstances including housing or relocation allowances, travel allowance or other expatriate benefits. Benefits and allowances are reviewed alongside salary.
Opportunity	The Committee has not set an absolute maximum on the levels of benefits that may be awarded since this will depend upon the circumstances applicable to the relevant Director as well as the cost of any third party suppliers. The value of the cash allowance/benefit is set at a level which the Committee considers appropriate against the market and relative to internal benefit provision in the Group and which provides sufficient level of benefit based on individual circumstances.
Performance metrics	Not applicable.

Element	Pension/cash allowance in lieu
Purpose and link to strategy	Purpose is to attract, recruit, and retain Directors of the necessary calibre.
Operation	The Group seeks to bring transparency to Directors' reward structures through the use of cash allowances in place of pension scheme participation, the allowance being either paid direct or into a personal pension plan. No executive Director accrues any benefits under a defined benefit pension scheme. All cash allowances are reviewed alongside salary.
Opportunity	Maximum cash allowance is up to 25% of salary. The value awarded is set at a level which the Committee considers appropriate against the market and relative to internal pension provision and which provides sufficient level of benefit based on individual circumstances.
Performance metrics	Not applicable.

Report of the Remuneration Committee on Directors' Remuneration

(continued)

Element	Annual bonus
Purpose and link to strategy	Rewards performance against annual financial, operational and strategic business targets which support the strategic direction of the Company and align the interests of executives with shareholders.
Operation	A discretionary scheme under which executive Directors are entitled to receive a variable reward contingent upon the achievement of performance targets. The structure and value of the bonus scheme and the applicable performance measures are subject to annual approval by the Committee. Any pay-out is determined by the Committee after the year end, based on performance against the relevant targets. The Committee has discretion to vary the bonus pay out should any formulaic output not reflect the Committee's assessment of overall business performance. The Committee has discretion to apply deferral to any bonus earned in excess of 80% of salary in the year and for such amount to be deferred into shares for a period of up to two years. Dividend equivalents may be attached to the deferred shares over the deferral period and may be delivered in cash or shares. Malus and clawback provisions will apply to the annual bonus. See the "Malus and clawback" section below for more details. The Committee reserves the right to vary, amend, replace or discontinue the bonus scheme at any time depending on business needs and/or financial viability or as appropriate by reference to any changes in corporate structure during the financial year.
Opportunity	Maximum opportunity is 100% of base salary.
Performance metrics	Measures and targets are set annually reflecting the Company's strategy and aligned with key financial, operational, strategic and/or individual objectives. Targets, whilst stretching, do not encourage inappropriate business risks to be taken. The relevant measures and the respective weightings may vary each year based upon the Company's priorities. There is no minimum payment at threshold performance. Up to 60% of the maximum potential will be paid for on-target performance and all of the maximum will be paid for maximum performance. For performance between on-target and maximum, payments will usually be determined on a straight line basis. If applicable, as the bonus is subject to performance measures, any deferred bonus is not subject to further performance conditions.

Element	LTIP 2015
Purpose and link to strategy	To incentivise executive Directors to execute the Group's business strategy over the longer term and align their interests with those of shareholders to achieve a sustained increase in shareholder value.
Operation	Under the LTIP 2015, awards of conditional shares, restricted stock or nil cost or nominal cost options (or similar cash equivalent) can be made. The vesting of awards is subject to meeting specific performance targets set by the Committee and measured over a period of typically three years. Awards made In respect of years after FY2019 will usually be subject to a two-year holding period following vesting. This will operate on the basis that either: (1) following the vesting of an award, the vested shares cannot be acquired until the end of that period; or (2) shares can be acquired following vesting but that, other than as regards sales of shares to cover relevant tax liabilities, shares cannot be disposed of until the end of that period and shares will typically not be released until the end of the holding period. The Committee may decide that a participant has a right to 'dividend equivalents' whereby the participant receives additional value equivalent to that which accrues to shareholders by way of dividends that would have been paid on the underlying shares during the period to release. This value can be paid as cash or shares. Early or pro-rata vesting may be available for certain qualifying leavers. See policy on payment for loss of office on pages 96 to 98 for more details. Awards vest early on a change of control (or other relevant event) taking into account the performance conditions and pro-rating for time, although the Committee has discretion not to apply time pro-rating. Awards may be adjusted in the event of a variation of share capital in accordance with the scheme rules.
Opportunity	The maximum LTIP 2015 award is 150% of base salary in respect of any financial year In exceptional circumstances the maximum award is 300% of salary in respect of any financial year.
Performance metrics	Performance conditions will be attached to the LTIP 2015 awards by taking into account the business priorities prevailing at the time of grant and the Company's strategy. Such conditions may include, but are not limited to, EPS growth and cash conversion and return on capital. For the achievement of threshold growth performance in respect of a financial measure, no more than 25% of the award will vest and 100% of the award will vest for maximum performance; below threshold performance, none of the award will vest. For performance between threshold and maximum, payments will usually be determined on a straight line basis.

Element	Share-based rewards – all-employee plans
Purpose and link to strategy	To align the interests of eligible employees with those of shareholders through share ownership.
Operation	(See share plans described below)
Opportunity	For tax-advantaged plans the maximum opportunity set by the rules or adopted by the Committee will be in line with or below the statutory limits.
Performance metrics	No performance conditions would usually be required in tax-advantaged plans.

Report of the Remuneration Committee on Directors' Remuneration

(continued)

Element	Irish APSS/ UK SIP
Purpose and link to strategy	To align the interests of eligible employees with those of shareholders through share ownership.
Operation	The C&C Profit Sharing Scheme is an all-employee share scheme and has two parts. Part A relates to employees in ROI and has been approved by the Irish Revenue Commissioners (the Irish APSS). Part B relates to employees in the UK and is a HMRC qualifying plan of free, partnership, matching or dividend shares (or cash dividends) with a minimum three year vesting period for matching shares (the UK SIP). UK resident executive Directors are eligible to participate in Part B only. There is currently no equivalent plan for Directors resident outside of Ireland or the UK.
Opportunity	Under the Company's UK SIP the current maximum subscription is £750 per annum with entitlement to matching shares of £750 per annum. However, the Committee reserves the right to increase the maximum to the statutory limits. Under the Company's Irish APSS, the maximum value of shares that may be allocated each year is as permitted in accordance with the relevant tax legislation (currently €12,700, which is the combined value for the employer funded and employee foregone elements)
Performance metrics	No performance conditions are attached to awards under the Irish APSS or the UK SIP.

Non-executive Directors' remuneration

Element	Non-executive Director fees
Purpose and link to strategy	Sole element of non-executive Director remuneration is set at a level that reflects market conditions and is sufficient to attract individuals with appropriate knowledge and experience.
Operation	Fees paid to non-executive Directors are determined and approved by the Board as a whole. The Committee recommends the remuneration of the Chairman to the Board. Fees are reviewed from time to time and adjusted to reflect market positioning and any change in responsibilities. Non-executive Directors receive a basic fee and an additional fee for further duties (for example chairmanship of a committee or senior independent Director responsibilities). Non-executive Directors are not eligible to participate in the annual bonus plan or share-based schemes and do not receive any benefits (including pension) other than fees in respect of their services to the Company. Non-executive Directors may be eligible to receive certain benefits as appropriate such as the use of secretarial support, travel costs or other benefits that may be appropriate.
Opportunity	Fees are based on the level of fees paid to non-executive Directors serving on Boards of similar-sized Irish and UK-listed companies and the time commitment and contribution expected for the role. The Articles of Association provide that the ordinary remuneration of Directors (i.e. Directors' fees, not including executive remuneration) shall not exceed a fixed amount or such other amount as determined by an ordinary resolution of the Company. The current limit was set at the Annual General Meeting held in 2013, when it was increased to €1.0 million in aggregate.
Performance metrics	Not applicable.

Malus and clawback

In line with the UK Corporate Governance Code, malus and clawback provisions apply to all elements of performance-based variable remuneration (i.e. annual bonus, ESOS 2015 and LTIP 2015) for the executive Directors with effect from 1 March 2016. The circumstances in which malus and clawback will be applied are if there has been in the opinion of the Committee a material mis-statement of the Group's published accounts; or the Committee reasonably determines that a participant has been guilty of gross misconduct. The clawback provisions will apply for a period of two years following the end of the performance period; in the case of any deferred bonus award or LTIP 2015 award which is not released until the end of a holding period, clawback may be implemented by cancelling the award before it vests/is released.

Shareholding guidelines

The Group CEO will be required to maintain a personal shareholding of at least two times' salary. For the other executive Directors this will be set at one time's salary. Executive Directors are required to retain 50% of the after tax value of vested share awards until the shareholding guideline is met. Shares subject to awards which have vested but which remain unexercised, shares subject to LTIP 2015 awards which have vested but not been released (i.e. which are in a holding period) and shares subject to deferred bonus awards count towards the shareholding requirement on a net of assumed tax basis.

DISCRETION TO DEPART FROM POLICY

Share schemes and other incentives

The Committee recognises the importance of ensuring that the outcomes of the Group's executive pay arrangements properly reflect the Group's overall performance over the performance period. It is the Committee's intention that the mechanistic application of performance conditions relating to awards will routinely be reviewed to avoid outcomes which could be seen as contrary to shareholders' expectations.

To the extent provided for in accordance with any relevant amendment power under the rules of the share plans or in the terms of any performance condition, the Committee may alter the performance conditions relating to an award or option already granted if an event occurs (such as a material acquisition or divestment or unexpected event) which the Committee reasonably considers means that the performance conditions would not, without alteration, achieve their original purpose. The Committee will act fairly and reasonably in making the alteration so that the performance conditions achieve their original purpose and the thresholds remain as challenging as originally imposed. The Committee will explain and disclose any such alteration in the next remuneration report.

Legacy payments

The Committee reserves the right to make any remuneration payment or any payment for loss of office without the need to consult with shareholders or seek their approval, notwithstanding that it is not in line with the policy set out above, where the terms of the payment were agreed either:

- before the policy came into effect (provided that, in the case of any payment agreed after the Company's 2015 Annual General Meeting, it is in line with the policy approved at that meeting); or
- at a time when the relevant individual was not a Director of the Company and, in the opinion of the Committee, the payment was not in consideration for the individual becoming a Director of the Company.

For these purposes: the term 'payment' includes any award of variable remuneration; in relation to an award over shares, the terms of the payment are 'agreed' at the time the award is granted.

The Company intends to make a final award under the ESOS 2015 plan before the AGM In May 2018. This award would be made under the policy which was approved by shareholders at the 2015 AGM. No further awards will be made to executive Directors under the ESOS 2015. If however, the final ESOS 2015 award is delayed beyond the 2018 AGM it will be granted in accordance with the terms of the policy approved at the 2015 AGM.

Minor changes

The Committee may, without the need to consult with shareholders or seek their approval, make minor changes to this Policy to aid in its operation or implementation taking into account the interests of shareholders.

COMPARISON WITH REMUNERATION POLICY FOR EMPLOYEES GENERALLY

Remuneration packages for executive Directors and for employees as a whole reflect the same general remuneration principle that individuals should be rewarded on their contribution to the Group and its success, and the reward they receive should be competitive in the market in which they operate without paying more than is necessary to recruit and retain them.

The remuneration package for executive Directors reflects their role of leading the strategic development of the Group. Accordingly there is a strong alignment with shareholders' interests, through long term performance-based share rewards. Senior management are similarly rewarded.

Report of the Remuneration Committee on Directors’ Remuneration

(continued)

These rewards are not appropriate for all employees but it is the Committee’s policy that employees in general should be afforded an opportunity to participate in the Group’s success through holding shares in the Company through all-employee schemes.

Executive Directors are incentivised through an annual cash bonus to achieve shorter term objectives and all employees are similarly incentivised.

For executive Directors the remuneration package reflects the demands of a global market. For employees generally, remuneration and reward are tailored to the local market in which they work. It is the Committee’s policy that all employees should share in the success of the business divisions towards whose success they have contributed.

CONSIDERATION OF EMPLOYMENT CONDITIONS GENERALLY AND CONSULTATION WITH EMPLOYEES

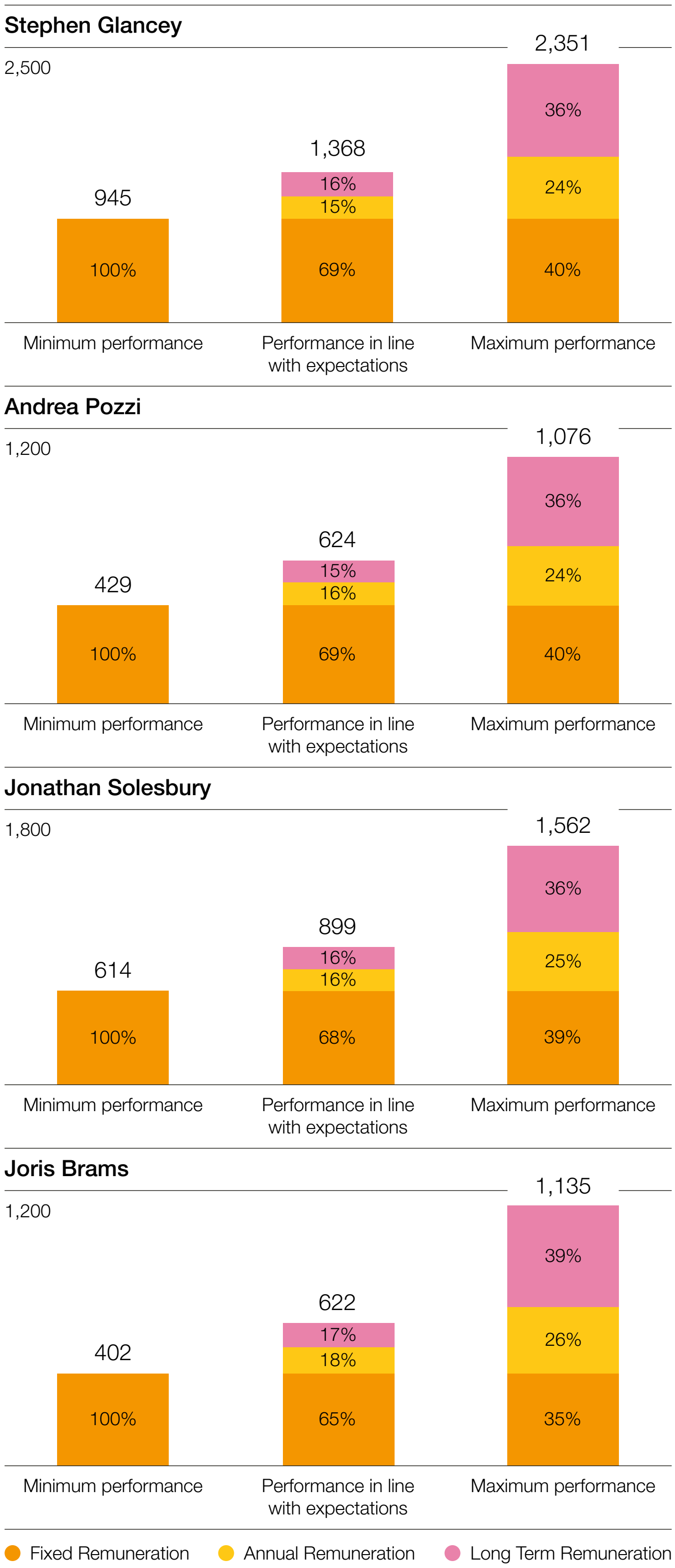
As described above, when setting the policy for executive Directors’ remuneration, the Committee applies the same core principle as applied for the pay and employment conditions of other Group employees. When reviewing Directors’ remuneration, the Committee has regard to the outcome of pay reviews for employees as a whole.

The Committee did not directly consult with employees when formulating the Directors’ remuneration policy set out in this report and no remuneration comparison measurements comparing executive Directors’ remuneration with employees generally were used.

The Group has regular contact with employee representatives on matters of pay and remuneration for employees covered by collective bargaining or consultation arrangements.

ILLUSTRATION OF REMUNERATION POLICY

The following charts show the level of remuneration and the relative split of remuneration between fixed pay (base salary, benefits and cash allowance in lieu of pension) and variable pay (annual bonus, ESOS and LTIP) for each executive Director on the basis of minimum remuneration, remuneration receivable for performance in line with the Company’s expectations and maximum remuneration (not allowing for any share price appreciation).



Bases and Assumptions

For the purposes of the above charts, the following assumptions have been made:

- Base salary is the latest known salary as at 1 March 2018.
- Benefits as disclosed in the single figure table on page 101 for the year ended 28 February 2018.
- Cash allowance in lieu of pension for executive Directors other than Joris Brams equal to 25% of base salary (based on salary as at 1 March 2018).
- The Long Term Remuneration element is based on the FY18 awards – i.e. an ESOS 2015 award equal to 150% of salary and an LTIP 2015 award of 100% of salary.
- The chart for Joris Brams excludes the fee that Joris Brams BBVA receives under its service contract for brand development services.

The average exchange rate for FY2018 has been used for ease of comparison.

In illustrating the potential reward the following assumptions have been made:

Element	Minimum performance	Performance in line with expectations	Maximum performance
Fixed pay	Fixed elements of remuneration (base salary, benefits allowance and pension allowance)	Fixed elements of remuneration (base salary, benefits allowance and pension allowance)	Fixed elements of remuneration (base salary, benefits allowance and pension allowance)
Annual bonus	No bonus	30% of salary delivered for achieving target performance	80% of salary delivered for achieving maximum performance
LTIP 2015	No vesting	25% of the award (25% of salary) for achieving threshold performance	100% of salary for achieving maximum performance
ESOS 2015	No vesting	25% of the award (37.5% of salary) for achieving threshold performance	150% of salary for achieving maximum performance

The charts are based on the application of policy in FY2019. As noted above there will be no ESOS awards in FY2020 and LTIP awards will be at 150% of salary. An updated illustration of policy will therefore be disclosed next year.

RECRUITMENT REMUNERATION POLICY

When recruiting a new executive Director, the Committee will typically seek to use the Policy detailed in the table above to determine the appropriate remuneration package to be offered. To facilitate the hiring of candidates of the appropriate calibre required to implement the Group's strategy, the Committee retains the discretion to make payments or awards which are outside the Policy subject to the principles and limits set out below.

In determining appropriate remuneration, the Committee will take into consideration all relevant factors (including the quantum and nature of remuneration) to ensure the arrangements are in the best interests of the Group and its shareholders. This may, for example, include (but is not limited to) the following circumstances:

- an interim appointment is made to fill an executive Director role on a short-term basis;
- exceptional circumstances require that the Chairman or a non-executive Director takes on an executive function on a short-term basis;
- an executive Director is recruited at a time in the year when it would be inappropriate to provide a bonus or long-term incentive award for that year as there would not be sufficient time to assess performance. Subject to the limit on variable remuneration set out below, the quantum in respect of the months employed during the year may be transferred to the subsequent year so that reward is provided on a fair and appropriate basis;
- the executive Director received benefits at his previous employer which the Committee considers it appropriate to offer.

Report of the Remuneration Committee on Directors' Remuneration

(continued)

The Committee may also alter the performance measures, performance period, vesting period, deferral period and holding period of the annual bonus or long-term incentive if the Committee determines that the circumstances of the recruitment merit such alteration. The rationale will be clearly explained.

The Committee may make an award to compensate the prospective employee for remuneration arrangements forfeited on leaving a previous employer. In doing so, the Committee will take account of relevant factors regarding the forfeited arrangements which may include the form of any forfeited awards (e.g. cash or shares), any performance conditions attached to those awards (and the likelihood of meeting those conditions) and the time over which they would have vested. These awards or payments are excluded from the maximum level of variable remuneration referred to below; however, the Committee's intention is that the value awarded or paid would be no higher than the expected value of the forfeited arrangements.

Any share awards referred to in this section will be granted as far as possible under the Group's existing share plans. If necessary, and subject to the limits referred to below, recruitment awards may be granted outside of these plans.

Recruitment awards will normally be liable to forfeiture or "clawback" on early departure (i.e. within the first 12 months of employment).

It would be the Committee's policy that a significant portion of the remuneration package (including any introductory awards) would be variable and linked to stretching performance targets and continued employment. The maximum level of variable remuneration that may be granted to new Directors (excluding buy-out arrangements) is 4 times' base salary.

Where a position is filled internally, any pre-appointment remuneration entitlements or outstanding variable pay elements shall be allowed to continue according to the original terms.

Fees payable to a newly-appointed Chairman or non-executive Director will be in line with the fee policy in place at the time of appointment.

POLICY ON PAYMENT FOR LOSS OF OFFICE

Executive Directors

Service Contracts

Each of the executive Directors is employed on a service contract. Details of the service contracts of the executive Directors in office during the year are as follows:

Name	Contract date	Notice period	Unexpired term of contract
Stephen Glancey	9 November 2008, amended 28 February 2012	12 months	n/a
Jonathan Solesbury	7 November 2017	12 months	n/a
Andrea Pozzi	31 May 2017	12 months	n/a
Joris Brams	1 September 2012, amended as of 1 April 2014	12 months	n/a

C&C IP Sàrl ('CCIP') entered into a contract for services effective as of 1 April 2014 with Joris Brams BVBA ('JBB'), (a company wholly owned by Joris Brams and family), under which JBB agreed to provide to CCIP brand development services in relation to Belgian products and CCIP agreed to pay fees totaling €91,550 on an annual basis.

Compensation on Termination

The service contracts of the executive Directors do not contain any pre-determined compensation payments in the event of termination of office or employment other than payment in lieu of notice.

The principles on which the compensation for loss of office would be approached are summarised below:

Policy	
Notice period	None of the executive Directors has a service contract with a notice period in excess of one year. Service contracts for new directors will generally be limited to 12 months' notice by the Company. The contract for services between CCIP and JBB (a company wholly owned by Joris Brams and family) is terminable by either party on 12 months' notice.
Termination payment/payment in lieu of notice	The Company has retained the right to make payment to the executive Director of 12 months' fixed remuneration in lieu of the notice period. Discretionary benefits may also include, but are not limited to, outplacement and legal fees.
Annual bonus	Payment of the annual bonus would be at the discretion of the Committee on an individual basis and would be dependent upon the circumstances of their departure and their contribution to the business during the bonus period in question. A departing Director may be eligible, depending on the circumstances and subject to performance, for payment of a bonus pro-rata to the period of employment during the year, to be payable at the usual time.
Share based awards	The vesting of share based awards is governed by the rules of the relevant incentive plan.
LTIP 2015 Unvested awards	Under the LTIP 2015, 'good leavers' typically include leavers due to death, injury, ill-health, disability, redundancy, retirement with the consent of the Company or business disposal or any other reason as determined by the Committee. Under the LTIP 2015, the provisions for 'good leavers' provide that awards will vest at the normal vesting point and taking account of the performance over the period and subject to pro-rating for time. The Committee has the discretion to accelerate vesting to the date of cessation of employment and to waive pro-rating for time.
LTIP 2015 Vested but unreleased awards	Under the LTIP 2015, if a participant ceases employment during a holding period, his award will continue unless he is summarily dismissed, in which case his award will lapse. Awards which are retained will typically be released at the originally anticipated release date. However, the Committee has discretion to release the award at the date of cessation.
Deferred bonus awards	For any deferred annual bonus, the deferred bonus share award would be released as soon as practicable following termination (unless the participant is summarily dismissed, in which case his award will lapse).
Mitigation	Executive Directors' service contracts contain no contractual provision for reduction in payments for mitigation or for early payment, and accordingly any payment during the notice period will not be reduced by any amount earned in that period from alternative employment obtained as a result of being released from employment with the Group before the end of the contractual notice period.
Other payments	Payments may be made under the Company's all employee share plans which are governed by the Irish Revenue Commissioners and HMRC tax-advantaged plan rules and which cover leaver provisions. There is no discretionary treatment of leavers under these plans. Where on recruitment a buy-out award had been made outside the LTIP 2015, then the applicable leaver provisions would be specified at the time of the award.

The Committee reserves the right to make additional exit payments where such payments are made in good faith in discharge of an existing legal obligation (or by way of damages for breach of such an obligation) or by way of settlement or compromise of any claim arising in connection with the termination of a Director's office or employment. In doing so, the Committee will recognise and balance the interests of shareholders and the departing executive Director, as well as the interests of the remaining Directors. Where the Committee retains discretion it will be used to provide flexibility in certain situations, taking into account the particular circumstances of the Director's departure

Report of the Remuneration Committee on Directors' Remuneration

(continued)

and performance.

Non-executive Directors

Letters of appointment

Each of the non-executive Directors in office during the financial year was appointed by way of a letter of appointment. Each appointment was for an initial term of three years, renewable by agreement (but now subject to annual re-election by the members in General Meeting). The letters of appointment are dated as follows:

Non-executive Director	Date of letter of appointment
Sir Brian Stewart	10 February 2010
Jim Clerkin	1 April 2017
Vincent Crowley	23 November 2015
Emer Finnan	4 April 2014
Stewart Gilliland	17 April 2012
Geoffrey Hemphill	19 May 2017
Richard Holroyd	26 April 2004

The letters of appointment are each agreed to be terminable by either party on one month's notice and do not contain any pre-determined compensation payments in the event of termination of office or employment.

IMPLEMENTATION OF THE REMUNERATION POLICY FOR THE YEAR ENDING 28 FEBRUARY 2019

Information on how the Company intends to implement the policy for the financial year ending 28 February 2019 is set out below.

Executive Directors

Structure

The fundamental structure of the remuneration of Stephen Glancey, Joris Brams, Andrea Pozzi and Jonathan Solesbury remains unchanged from the previous year. There are no changes to the maximum rate of the annual bonus, the ESOS and LTIP opportunity or the rate of the cash allowance in lieu of pension or benefits in kind.

Base salaries

The Company's approach on base salary continues to be to provide a fixed remuneration component which reflects the experience and capabilities of the individual in the role, the demonstrated performance of the individual in the role, and which is competitive in the markets in which the Company operates.

Under their service contracts, the base salaries of Stephen Glancey, Andrea Pozzi and Jonathan Solesbury are expressed and payable in pounds Sterling. The base salary of Joris Brams is expressed and payable in Euro.

The salary levels of executive Directors are normally reviewed together with those of senior management annually. The salary levels were reviewed in respect of FY2018 and no increase of was awarded. As stated on page 85, the Committee may however review Andrea Pozzi's salary later in FY2019.

The base salaries are as follows:

Year ended February	2018	2019
Stephen Glancey	£596,759 (€677,365*)	£596,759 (€677,365*)
Joris Brams	€373,520	€373,520
Andrea Pozzi	£290,000 (€329,171)*	£290,000 (€329,171)*
Jonathan Solesbury	£425,000 (€482,406)*	£425,000 (€482,406)*

* Salaries disclosed in Euro at the average exchange rate in FY2018.

Benefits

The executive Directors receive a cash allowance of 7.5% of base salary in lieu of benefits such as a company car. The Group provides death-in-service cover of four times' annual base salary and permanent health insurance (or reimbursement of premiums paid into a personal policy). Directors may also benefit from medical insurance under a Group policy (or the Group will reimburse premiums).

Annual bonus

The Committee has reviewed the performance measures and targets for the annual bonus to ensure that they remain appropriately stretching in the current environment and continue to be aligned with the business strategy.

For FY2019, the Committee has approved a bonus scheme for executive Directors by reference to Group adjusted operating profit (75% of the overall opportunity) and cash conversion (25% of the overall opportunity), under which executive Directors will be entitled to a bonus of 30% of salary for on target performance, and a further bonus on a tapering basis in respect of performance above this level up to a maximum of 80% of base salary.

The Company is not disclosing the actual Group bonus profit and cash conversion targets prospectively as, in the opinion of the Board, these targets are commercially sensitive. The Board believes that disclosure of this commercially sensitive information could adversely impact the Company's competitive position by providing competitors with insight into the Company's business plans and expectations. However, the Company will disclose how the bonus pay out delivered relates to performance against targets on a retrospective basis if a bonus is earned by reference to the target, as shown on page 102 in relation to the FY2018 annual bonus.

Long Term Incentives

Long term incentive awards for FY2019, will be granted on the following basis.

Element	Quantum	Performance Measure*	Performance Targets	
ESOS	150% of base salary	Compound Annual Growth in Underlying EPS over the three year performance period FY2019, FY2020 and FY2021	Compound Annual Growth in Underlying EPS	Vesting
			2% per annum	25%
			6% per annum	100%
LTIP	100% of base salary	Compound Annual Growth in Underlying EPS over the three year performance period FY2019, FY2020 and FY2021 (33% of the award)	Compound Annual Growth in Underlying EPS	Vesting
			3% per annum	25%
			8% per annum	100%
		Free Cash Flow Conversion (33% of the award)	Free Cash Flow Conversion	Vesting
			65%	25%
			75%	100%
		Return On Capital Employed (33% of the award)	ROCE	Vesting
			9.3%	25%
			10%	100%

* Notwithstanding the extent to which the performance targets set out above are satisfied, an award or option will only vest to the extent the Committee is satisfied that the improvement in the underlying financial performance of the Company over the performance period warrants the degree of vesting.

For the purposes of these performance conditions, the measures will be determined as follows.

Underlying EPS	Adjusted earnings per share as disclosed in the Company's annual report and accounts.
Free Cash Flow Conversion	Free Cash Flow: cash from operating activities net of capital investment cash outflows which form part of investing activities. Free Cash Flow Conversion: Free Cash Flow / EBITDA excluding exceptional items. Measured as an average over the three years.
Return On Capital Employed	Operating Profit / Asset Base Asset Base: Net assets (total assets less total liabilities) excluding debt (based on an average of the start of the financial year and end of the financial year figures). Based on achievement in the final year of the performance period.

Report of the Remuneration Committee on Directors' Remuneration

(continued)

Pensions

No executive Director accrues any benefits under a defined benefit pension scheme. Under their service contracts executive Directors other than Joris Brams will receive a cash payment of 25% of base salary, in order to provide their own pension benefits. Joris Brams receives no pension provision.

Non-Executive Directors

The fees paid to non-executive Directors are set at a level to attract individuals with the necessary experience and ability to make a significant contribution to the Group. The annual fees for the non-executive Directors including additional fees for the Senior Independent Director and Committee Chairmen, all of which are unchanged from FY2018, are as follows:

	Year ending 28 February 2019
Chairman	€230,000
Non-executive Director	€65,000
Senior Independent Director	€10,000
Chairman of the Audit Committee	€25,000
Chairman of the Remuneration Committee	€20,000

Annual report on remuneration for the year ended 28 February 2018

The following parts of the Remuneration Report are subject to audit and have been audited.

DIRECTORS' REMUNERATION

Details of the remuneration for each Director who served during the year ended 28 February 2018 are given below. The comparative figures included for last year have been presented on a consistent basis with the current year.

The valuation methodologies used in this report are those required by the 2013 UK Regulations on remuneration disclosure, which we have chosen to apply on a voluntary basis, and are different from those applied within the financial statements, which have been prepared in accordance with International Financial Reporting Standards ("IFRS").

Further details on the valuation methodologies applied are set out in the notes relating to columns (a) to (g) below. Details of the overall Directors' remuneration charged to the Group income statement are shown in notes 3 and 26 to the financial statements.

SINGLE TOTAL FIGURE OF REMUNERATION (AUDITED)

The table below reports the total remuneration receivable in respect of qualifying services by each Director during the year ended 28 February 2018 and the prior year.

	Salary/fees (a)		Further Amount (b)		Taxable benefits (c)		Annual Bonus (d)		Long term incentives (e)		Pension related benefits (f)		Termination Payments (g)		Total	
Year ended February	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017	2018	2017
	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000	€'000
Executive Directors																
Joris Brams	374	370	-	-	28	28	54	-	-	-	-	-	-	-	456	398
Stephen Glancey	677	708	-	111	51	56	97	-	-	-	169	177	-	-	994	1,052
Kenny Neison*	192	509	-	83	14	40	-	-	-	-	48	127	227	-	481	759
Andrea Pozzi**	246	-	-	-	18	-	36	-	-	-	62	-	-	-	362	-
Jonathan Solesbury***	148	-	-	-	30	-	21	-	-	-	37	-	-	-	236	-
Sub-total	**1,637**	**1,587**	**-**	**194**	**141**	**124**	**208**	**-**	**-**	**-**	**316**	**304**	**227**	**-**	**2,529**	**2,209**

The remuneration for Stephen Glancey, Kenny Neison, Jonathan Solesbury and Andrea Pozzi was translated from Sterling using the average exchange rate for the relevant year. For executive Directors who joined or left in the year, salary, taxable benefits, annual bonus and pension relates to the period in which they served as an executive Director

* While on sick leave, Kenny Neison tendered his resignation in June 2017 and a sum of £200,000 (€227,000) was paid to him in relation to his employment termination. This amount is commensurate with what Mr Neison would have received under the Group's sick leave policy.

** Andrea Pozzi was appointed as a director in June 2017. His remuneration reflects his appointment as a Director from that date.

*** Jonathan Solesbury was appointed as a director in November 2017. His remuneration reflects his appointment as a Director from that date.

Non-executive Directors																
Jim Clerkin*	60	-	-	-	-	-	-	-	-	-	-	-	-	-	60	-
Vincent Crowley	65	65	-	-	-	-	-	-	-	-	-	-	-	-	65	65
Emer Finnan	90	90	-	-	-	-	-	-	-	-	-	-	-	-	90	90
Stewart Gilliland**	68	65	-	-	-	-	-	-	-	-	-	-	-	-	68	65
Geoffrey Hemphill*	51	-	-	-	-	-	-	-	-	-	-	-	-	-	51	-
Richard Holroyd	75	75	-	-	-	-	-	-	-	-	-	-	-	-	75	75
Rory Macnamara***	-	54	-	-	-	-	-	-	-	-	-	-	-	-	-	54
Breege O'Donoghue****	71	85	-	-	-	-	-	-	-	-	-	-	-	-	71	85
Anthony Smurfit***	-	4	-	-	-	-	-	-	-	-	-	-	-	-	-	4
Sir Brian Stewart	230	230	-	-	-	-	-	-	-	-	-	-	-	-	230	230
Sub-total	**710**	**668**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**710**	**668**
Total	**2,347**	**2,255**	**-**	**194**	**141**	**124**	**208**	**-**	**-**	**-**	**316**	**304**	**227**	**-**	**3,239**	**2,877**

* Jim Clerkin was appointed as a director in April 2017 and Geoffrey Hemphill was appointed as a director in May 2017

** The fees paid to Stewart Gilliland for the year ending 28 February reflect his appointment as Chairman of the Remuneration Committee from January 2018.

*** Rory Macnamara was a director until December 2016 and Anthony Smurfit was a director until March 2016.

**** Breege O'Donoghue retired as a director and Chairman of the Remuneration Committee in December 2017.

Report of the Remuneration Committee on Directors' Remuneration

(continued)

Notes to the Remuneration Table

Column (a) Salaries and fees

(1) The amounts shown are the amounts earned in respect of the financial year.

(2) In addition to the amounts shown above, pursuant to a contract for services effective as of 1 April 2014 between C&C IP Sàrl ('CCIP') and Joris Brams BVBA ('JBB'), (a company wholly owned by Joris Brams and family), CCIP paid fees in FY2017 of €91,550 to JBB in respect of brand development services provided by JBB to CCIP in relation to Belgian products.

Column (b) Further Amount

Column (b) relates to the Joint Share Ownership Plan ("JSOP") which crystallised in FY2017 and no further amounts will arise in connection with the JSOP.

Column (c) Benefits

(1) The executive Directors received a cash allowance of 7.5% of base salary. The Group provided death-in-service cover of four times annual base salary and permanent health insurance (or reimbursement of premiums paid into a personal policy). Stephen Glancey and Kenny Neison also availed of medical insurance under a Group policy. The Group also provided Jonathan Solesbury with a temporary monthly relocation allowance of 12.5% of base salary which is payable up to May 2018.

Column (d) Annual Bonus

(1) The amounts shown are the total bonus earned under the annual bonus scheme in respect of the financial year.

(2) For the year ended 28 February 2018, the annual bonus for executive Directors was based on performance against a Group adjusted operating profit target (75%) and a cash conversion target (25%). The maximum bonus opportunity was 80% of salary. Target bonus was 30% of salary (37.5% of the maximum opportunity). Further details of how the bonuses earned relate to performance are provided in the table below. As the adjusted operating profits targets are considered to be commercially sensitive, and recognising that no bonus was earned in respect of that element, the Company has not disclosed details of these targets. However, in future if a bonus is earned by reference to the adjusted operating profit measure, the Company will disclose details of the targets on a retrospective basis.

	Performance Targets			
Measure	'Target'*	'Maximum'	Actual Performance	Bonuses earned (percentage of salary)
Adjusted Operating Profit (75%)	Budget	110% of Budget	Below Target	The Operating Profit element of the bonus is not payable as the target has not been achieved
Cash Conversion (25%)	65%	75%	70.5%	The Cash Conversion element of the bonus has been achieved at a level between target and maximum resulting in a bonus of 14.4% of salary.

* Threshold performance is also Target performance i.e. there is no payment for below Target performance.

Column (e) Long term incentives

(1) The amounts shown in respect of long term incentives are the values of awards where final vesting is determined as a result of the achievement of performance measures or targets relating to the financial year and is not subject to achievement of further measures or targets in future financial years.

(2) For the year ended 28 February 2018, no amounts will vest in respect of the LTIP (Part I) and ESOS awards granted in July 2015 to Stephen Glancey and Joris Brams. The performance conditions for these awards are detailed in note 4 (Share-Based Payments) and the Remuneration Committee has determined that threshold performance has not been met under any of the measures and accordingly the awards have lapsed.

Column (f) Pensions related benefits

No executive Director accrued any benefits under a defined benefit pension scheme. Under their service contracts, executive Directors, other than Joris Brams, received a cash payment of 25% of base salary in order to provide their own pension benefits as disclosed in column (f) of the table.

DIRECTORS' SHAREHOLDINGS AND SHARE INTERESTS

Shareholding guidelines

The Company has introduced a shareholding guideline for the current executive Directors. The Group Chief Executive Officer is expected to maintain a personal shareholding of at least two times' salary. For the other executive Directors, this has been set at one times' salary. Executive Directors are expected to retain 50% of the after tax value of vested share awards until at least the shareholding guideline has been met.

Directors' Interests in Share Capital of the Company (Audited)

The interests of the Directors and the Company Secretary in office at 28 February 2018 in the share capital of Group companies at the beginning of the year (or date of appointment if later) and the end of the year were:

	28 February 2018 Total	1 March 2017 (or date of appointment if later) Total
Directors		
Joris Brams	91,477	91,477
Jim Clerkin	-	-
Vincent Crowley	10,000	10,000
Emer Finnan	5,000	-
Stephen Glancey	4,193,586	4,170,603
Stewart Gilliland	12,000	12,000
Geoffrey Hemphill	-	-
Richard Holroyd	51,921	50,093
Andrea Pozzi	66,436	66,436
Jonathan Solesbury	-	-
Sir Brian Stewart	200,000	200,000
Total	**4,630,420**	**4,600,609**
Company Secretary		
David Johnston	-	-

There was no movement in the Directors' or the Company Secretary's interests in C&C Group plc ordinary shares between 28 February 2018 and 16 May 2018.

SHARE INCENTIVE SCHEME INTERESTS AWARDED DURING YEAR

The table below sets out the scheme interests awarded to executive Directors' and the Company Secretary during the year ended 28 February 2018, each of which is subject to performance conditions as set out below measured over a performance period from 1 March 2017 to 28 February 2020.

Report of the Remuneration Committee on Directors' Remuneration

(continued)

Executive Director	Type of award	Maximum opportunity	Number of shares	Face value (at date of grant)[3]	% of maximum opportunity vesting at threshold
Stephen Glancey	ESOS[1]	150% of base salary	302,152	1,016,439	N/A[1]
Stephen Glancey	LTIP[2]	100% of base salary	201,434	677,623	25%
Joris Brams	ESOS[1]	150% of base salary	164,788	554,346	N/A[1]
Joris Brams	LTIP[2]	100% of base salary	109,858	369,562	25%
Andrea Pozzi	ESOS[1]	150% of base salary	146,833	493,946	N/A[1]
Andrea Pozzi	LTIP[2]	100% of base salary	97,888	329,295	25%
Jonathan Solesbury	ESOS[1]	150% of base salary	246,211	709,087	N/A[1]
Jonathan Solesbury	LTIP[2]	100% of base salary	164,140	472,723	25%

(1) The ESOS awards were granted in the form of market value share options over €0.01 ordinary shares in C&C Group plc. The ESOS awards have an exercise price of €3.40 per share for Stephen Glancey, Joris Brams and Andrea Pozzi and €2.93 per share for Jonathan Solesbury being the closing price on the dealing day before the date of grant and are subject to the following performance condition.

Performance condition	Performance target	% of element vesting
Compound annual growth in Underlying EPS over the three year performance period FY2018, FY2019 and FY2020		
Threshold	2%	25%
Maximum	6%	100%

(2) The LTIP awards were granted in the form of nil cost options over €0.01 ordinary shares in C&C Group plc. The LTIP awards are subject to the following three performance conditions:

Performance condition	Weighting	Performance target	% of element vesting
Compound annual growth in Underlying EPS over the three year performance period FY2018, FY2019 and FY2020	33%		
Threshold		3%	25%
Maximum		8%	100%
Free cash flow Conversion	33%		
Threshold		65%	25%
Maximum		75%	100%
Return on Capital Employed	33%		
Threshold		9.3%	25%
Maximum		10%	100%

Notwithstanding the extent to which the performance targets set out above are satisfied, an award or option will only vest to the extent the Committee is satisfied that the improvement in the underlying financial performance of the Company over the performance period warrants the degree of vesting.

Definitions are in line with those provided on page 99.

(3) The face value of awards is based on the number of shares under award multiplied by the closing share price on the date of grant being €3.364 for Stephen Glancey, Andrea Pozzi and Joris Brams and €2.88 for Jonathan Solesbury.

DIRECTORS' INTERESTS IN OPTIONS (AUDITED)

Interests in options over ordinary shares of €0.01 each in C&C Group plc

	Date of grant	Exercise price	Scheme	Exercise period	Total at 1 March 2017 (or date of appointment if later)	Awarded in year	Exercised in year	Lapsed in year	Total at 28 February 2018
Directors									
Joris Brams	2/7/15	€0.00	LTIP (Part I)	2/7/18–1/7/21	105,127			(105,127)	Nil
	2/7/15	€3.483	ESOS	2/7/18–1/7/22	157,691			(157,691)	Nil
	12/5/16	€0.00	LTIP	12/5/19–11/5/26	88,474				88,474
	12/5/16	€4.18	ESOS	12/5/19–11/5/26	132,711				132,711
	1/6/17	€0.00	LTIP	1/6/20–31/5/27	Nil	109,858			109,858
	1/6/17	€3.40	ESOS	01/6/20–31/5/27	Nil	164,788			164,788
				Total	**484,003**	**274,646**		**(262,818)**	**495,831**
Stephen Glancey	26/5/10	€3.205	ESOS	26/5/13–25/5/17	234,100		(234,100)*		Nil
	29/2/12	€0.00	LTIP (Part I)	1/3/15–28/2/18	28,773		(28,773)**		Nil
	2/7/15	€0.00	LTIP (Part I)	2/7/18–1/7/21	237,028			(237,028)	Nil
	2/7/15	€3.483	ESOS	2/7/18–1/7/22	355,543			(355,543)	Nil
	12/5/16	€0.00	LTIP	12/5/19–11/5/26	178,891				178,891
	12/5/16	€4.18	ESOS	12/5/19–11/5/26	268,337				268,337
	1/6/17	€0.00	LTIP	1/6/20–31/5/27	Nil	201,434			201,434
	1/6/17	€3.40	ESOS	1/6/20–31/5/27	Nil	302,152			302,152
				Total	**1,302,672**	**503,586**	**(262,873)**	**(592,571)**	**950,814**
Andrea Pozzi	21/5/14	€0.00	R&R	21/5/17–20/5/21	4,360				4,360
	29/10/15	€0.00	R&R	17/5/17–28/10/22	7,128				7,128
	1/6/17	€0.00	LTIP	1/6/20–31/5/27		97,888			97,888
	1/6/17	€3.40	ESOS	1/6/20–31/5/27		146,833			146,833
				Total	**11,488**	**244,721**			**256,209**
Jonathan Solesbury	13/11/17	€0.00	LTIP	13/6/20–12/6/27	Nil	164,140			164,140
	13/11/17	€2.93	ESOS	13/6/20–12/6/27	Nil	246,211			246,211
				Total	**Nil**	**410,351**			**410,351**
David Johnston	2/7/15	€0.00	LTIP (Part I)	2/7/18–1/7/21	45,937			(45,937)	Nil
	1/8/17	€0.00	LTIP	1/8/20–31/7/24	Nil	26,928			26,928
				Total	**45,937**	**26,928**		**(45,937)**	**26,928**

Key: ESOS – Executive Share Option Scheme; LTIP (Part I) – Long Term Incentive Plan (Part I); LTIP – Long Term Incentive Plan approved in 2015

* The market price at the date of exercise of Stephen Glancey's shares was €3.43. The exercise price was €3.205.

** The market price at the date of exercise of Stephen Glancey's shares was €2.86. The exercise price was Nil.

No price was paid for any award of options. The price of the Company's ordinary shares as quoted on the Irish Stock Exchange at the close of business on 28 February 2018 was €2.89 (28 February 2017 €3.87). The price of the Company's ordinary shares ranged between €2.77 and €3.90 during the year.

Report of the Remuneration Committee on Directors' Remuneration

(continued)

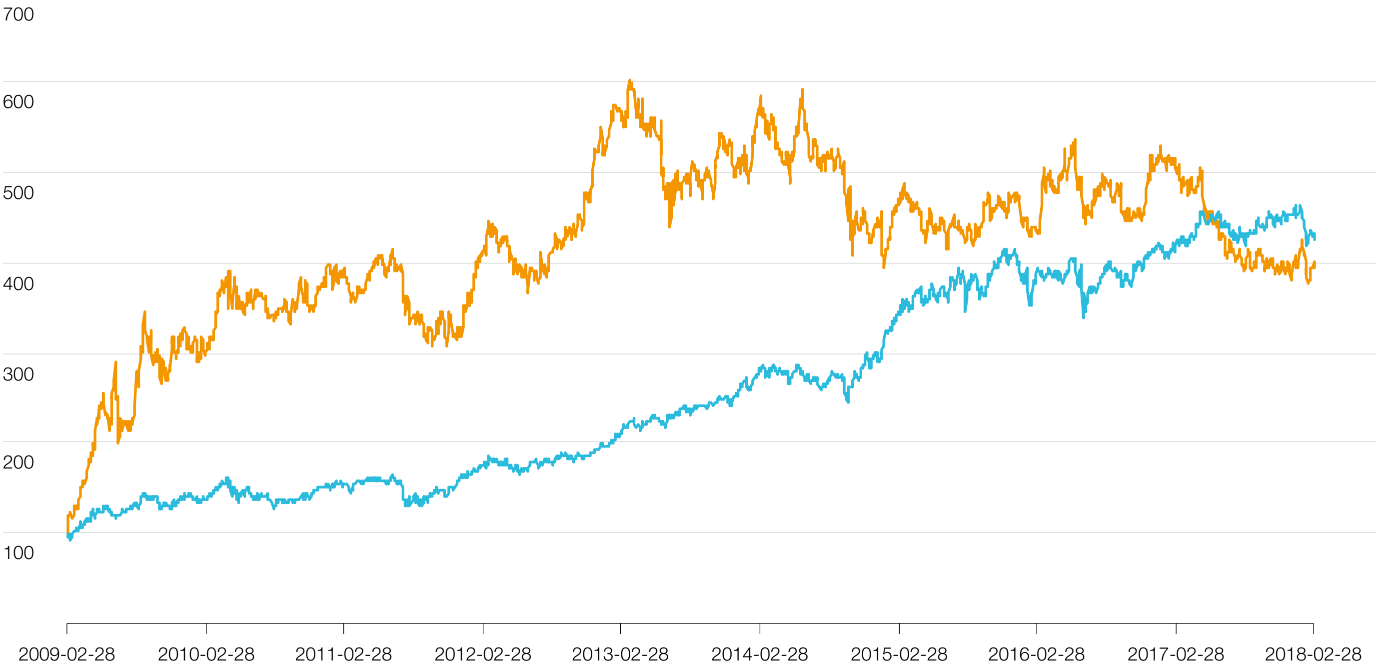
There was no movement in the interests of the Directors in options over C&C Group plc ordinary shares between 28 February 2018 and 16 May 2018.

The following sections of the Remuneration Report are not subject to audit.

PERFORMANCE GRAPH AND TABLE

This graph shows the value, at 28 February 2018, of €100 invested in the Company on 28 February 2009 compared to the value of €100 invested in the ISEQ General Index. The relevant index has been selected as a comparator because the Company is a member of that index.

Total shareholder return



C&C Group ISEQ General Index

Source: Thomson Reuters Datastream

CHIEF EXECUTIVE OFFICER

Nine Year Record

The following table sets out information on the remuneration of the Chief Executive Officer for the nine years to 28 February 2018:

		Total Remuneration €'000	Annual Bonus (as % of maximum opportunity)	Long term incentives vesting (as % of maximum number of shares)
FY2010	John Dunsmore (note)	5,525	Nil	100%
FY2011	John Dunsmore	989	Nil	100%
FY2012	John Dunsmore (to 31/12/11)	1,126	75%	100%
FY2012	Stephen Glancey (from 1/1/12)	956	75%	100%
FY2013	Stephen Glancey	1,321	Nil	100%
FY2014	Stephen Glancey	1,152	18.75%	7%
FY2015	Stephen Glancey	980	Nil	Nil
FY2016	Stephen Glancey	1,230	25%	Nil
FY2017	Stephen Glancey	1,052	Nil	Nil
FY2018	Stephen Glancey	994	18%	Nil

The amounts set out in the above table were translated from Sterling based on the average exchange rate for the relevant year
Note: FY2010 includes vesting of awards over a number of years

John Dunsmore retired as Chief Executive Officer on 31 December 2011 and Stephen Glancey was appointed with effect from 1 January 2012, having previously been Chief Operating Officer. The salary, benefits and bonus figures are calculated for the period in office.

Change in CEO's remuneration

The table below sets out in relation to salary, taxable benefits and annual bonus the percentage change in remuneration for the Chief Executive Officer for the financial year ended 28 February 2018 compared with the previous financial year.

	Change in Total Remuneration	Change in Base Salary	Change in Taxable Benefits	Change in Annual Bonus
Chief Executive Officer	13%	Nil	Nil	See note*

* The Chief Executive received a bonus of 14.4% of salary in FY2018 and no bonus in FY2017

Employees' Pay Comparison

Information on employee remuneration is given in note 3 to the financial statements. The ratio of the average remuneration of executive Directors to the average remuneration of the employees of the Group (excluding Directors) was 17:1 (FY2017: 16:1).

External appointments

The Board released Joris Brams to serve on the Board of Democo as a non-executive Director. He received and retained an annual fee of €5,000 in FY2018 in respect of this role.

This report was approved by the Board and signed on its behalf by

Stewart Gilliland
Chairman of the Remuneration Committee
16 May 2018