C&C group plc
Annual Report 2024

C&C Group plc is a leading, vertically integrated premium drinks company which manufactures, markets and distributes branded beer, cider, wine, spirits and soft drinks across the UK and Ireland.

C&C Group's portfolio of owned/exclusive brands include: Bulmers, the leading Irish cider brand; Tennent's, the leading Scottish beer brand; Magners, the premium international cider brand; as well as a range of fast-growing, premium and craft ciders and beers, such as Heverlee, Menabrea, Five Lamps and Orchard Pig.

C&C exports its Magners and Tennent's brands to over 40 countries worldwide.

C&C has owned brand and contract manufacturing/packing operations in Co. Tipperary, Ireland and Glasgow, Scotland.

C&C is the No. 1 drinks distributor to the UK and Ireland hospitality sectors. Operating through the Matthew Clark, Bibendum, Tennent's and Bulmers Ireland brands, the Group has a market leading range, scale and reach including an intimate understanding of the markets it serves. Together this provides a key route-to-market for major international beverage companies.

C&C Group plc is headquartered in Dublin and is listed on the London Stock Exchange.

"In what was a challenging environment for the Group we stabilised customer service following the implementation of our complex ERP system upgrade, continued to invest in our brands, people and distribution platforms. We can look forward to advancing our growth objectives in FY2025 and beyond from a solid foundation. Our decision to re-instate dividends and return capital in the form of a share buyback programme reflects both the strength of our capital structure and our on-going free cash flow conversion."

Ralph Findlay
Chair & Chief Executive Officer

Matthew Clark

matthewclark.co.uk

tennents.co.uk

Contents

Strategic Report

2 Chair's Statement
6 Vision, Purpose and Values
7 Divisional Structure
8 Our Engagement with Stakeholders
10 Chief Executive Officer's Review
14 Operating Review
20 Group Strategy
22 Business Model
25 How we create sustainable value
30 Key Performance Indicators
32 Management of Risks and Uncertainties
42 Task Force for Climate Related Financial Disclosures
53 Chief Financial Officer's Review
59 Sustainability Report

Governance Report

91 Governance at a Glance
92 Directors and Officers
94 Corporate Governance Report
108 Directors' Report
114 Audit Committee Report
123 Environmental, Social and Governance Committee Report
127 Nomination Committee Report
136 Directors' Remuneration Committee Report
164 Statement of Directors' Responsibilities

Financial Statements

166 Independent Auditor's Report
182 Consolidated Income Statement
183 Consolidated Statement of Comprehensive Income
184 Consolidated Balance Sheet
185 Consolidated Cash Flow Statement
186 Consolidated Statement of Changes in Equity
187 Company Balance Sheet
188 Company Statement of Changes In Equity
189 Statement of Accounting Policies
205 Notes Forming Part of the Financial Statements
272 Financial Definitions

Additional Information

275 Shareholder and Other Information

Financial Highlights

Results

Net Revenue

€1,652.5m

Decrease of 1.5% on a constant currency basis

Operating Profit before Exceptional Items

€60.0m

Operating Loss after Exceptional Items

€84.4m

Balance Sheet

Liquidity

€390.1m

Net Debt/Adjusted EBITDA Including Leases

1.8x

Net Debt Including Leases

€168.0m

Cash

Free cash flow conversion excluding Exceptional items

91.4%

Free cash flow conversion

68.1%

Chair's Statement

> "We are a highly cash generative business and are well-positioned to execute our long-term strategy."

Ralph Findlay
Chair & Chief Executive Officer

For the financial year ended 29 February 2024 net revenue was €1,652.5m, broadly in line with last year [(i)(ii)]. Profit before taxation and exceptional items was €38.8m (FY2023: €65.9m [(i)]). After taxation and exceptional items, the loss for the year was €113.5m (FY2023: profit of €40.3m [(i)]), with a net loss per share[(iii)] of 29.0 cent (FY2023: profit of 10.3 cent per share [(i)(iii)]).

The Group has incurred significant Exceptional operating costs of €144.4m. Of the total, €125.0m relates to a non-cash reduction in intangible assets (goodwill) associated with the Magners brand in the C&C Brands Cash Generating Unit in the UK. Magners contributes modest profit and is distributed in the UK through a third party. Other exceptional costs include €7.6m of restructuring costs associated with the exit from Park Royal depot in London and the opening of a larger, more efficient new London depot, together with redundancy and other costs associated with restructuring the business to be more focused, efficient, and responsive to our customers' needs. Also included is €10.4m of costs relating to the implementation of the ERP (Enterprise Resource Planning) system within Mathew Clark in February 2023.

The Board regret the impact of the accounting issues highlighted in this report and have moved swiftly and decisively to address this serious matter. With my colleagues on the Board, we are working to significantly improve standards of corporate governance and ethical leadership.

The challenges of the ERP implementation were described in detail last year. I am pleased to report that the service-related issues have been addressed and that service is fully restored to at least pre-EPR implementation levels. Customer feedback over the key Christmas and New Year trading period was very positive, indicating that we are now achieving industry-leading service levels. The overall cost of the ERP recovery was material with lost business accounted for within pre-exceptional operating profit. Customer retention and gains remain priorities for Mathew Clark.

Operationally, our key objectives have been to restore service and margins in Mathew Clark, and to continue to make progress in our key brands, Bulmers Irish Cider and Tennent's lager. Branded net revenue increased by 4.1%[(i)(ii)] to €312.7m, and branded operating profit by 12.3% [(i)(ii)(iv)] to €44.6m. Bulmers and Tennent's performed strongly in their respective markets, with both brands gaining market share [(v)(vi)]. Volumes of other premium beers including Menabrea, Five Lamps and Heverlee were up 18%.

Leverage and capital allocation

Leverage[vii] was 1.8x at the year-end, within our target range of 1.5x-2.0x, reflecting the strong underlying cash flow of the business and despite the one-off costs of the ERP implementation and restructuring costs. Capital investment during FY2024 continued to be focused on our brands, our systems, and in ensuring that our supply chain operates to high standards of legislative compliance and efficiency, and that they meet rigorous environmental and sustainability targets.

The business generates surplus cash after appropriate levels of brand marketing, capital investment and other necessary uses of funds. We have previously communicated our intention to deliver €150m to Shareholders over the next three years ending in February 2025, 2026 and 2027 through an appropriate mix of share buybacks, dividends and special dividends depending upon circumstances at the time. We commenced a €15m share buyback programme on 1 March 2024 and subject to Shareholder approval, the Directors have proposed a final dividend of 3.97 cent per share to be paid on 23 August 2024 to ordinary Shareholders registered at the close of business on 19 July 2024. An interim dividend of 1.89 cent per share was paid in December, making a full year dividend of 5.86 cent per share.

Our current intention is to return €50m to shareholders in the current financial year ending February 2025. At the same time, we remain alert to the potential for other organic or acquisitive growth opportunities which strengthen our market position, improve performance and create value for Shareholders.

Governance

During the year, we made several key appointments to the Board.

Andrew Andrea joined as Chief Financial Officer and Executive Director on 1 March 2024, and Angela Bromfield, Chris Browne OBE and Sarah Newbitt joined as independent Non-Executive Directors in July 2023; August 2023, and October 2023 respectively. Their backgrounds and experience are described in detail on pages 92 to 93 of this report. I am delighted that we have been able to strengthen the Board with these key appointments.

After serving almost nine years on the Board Vincent Crowley, Non-Executive Director, will step down from the Board at the conclusion of the Company's 2024 Annual General Meeting. Vincent stepped down from his role as Senior Independent Director with effect from 15 February 2024 and was succeeded by Chris Browne OBE with effect from the same date. I would like to thank Vincent for his dedication to C&C and his significant contribution to the Board over that period, and for his support to me as Chair over the last two years.

In addition, we made several changes to the composition of Board Committees, with effect from 6 December 2023, as outlined in detail in the Directors and Officers report on pages 108 to 113.

During the year I served as Executive Chair, reverting to Non-Executive Chair following Andrew Andrea's appointment to the Board on 1 March 2024. On 6 June this year, Patrick McMahon stepped down as CEO and I was appointed as CEO with immediate effect. It is expected that I will perform the role of CEO for between 12 to 18 months to ensure stability within the senior leadership team and execution of strategy, while remaining as Chair of the Board. On 6 June 2024 I stepped down as Chair of the Nomination Committee and Chris Browne was appointed to this position.

Andrew Andrea joined as Chief Financial Officer and Executive Director on 1 March 2024, and Angela Bromfield, Chris Browne OBE and Sarah Newbitt joined as independent Non-Executive Directors in July 2023; August 2023, and October 2023 respectively.

Chair's Statement (continued)

It is important that the performance of the Board, its committees and individual Directors is rigorously reviewed. This year, an internal Board Performance Review was conducted by the Company Secretary, following on from last year's external review and the results were encouraging. Key areas of Board strength continue to be its strong composition, shared passion, and the open and collaborative culture within the Board. Our progress against last year's areas of focus, as well as the outcome of this year's effectiveness review can be found on pages 105 and 106.

We believe that your Board has the necessary skills, experience, and diversity to support the management of the business as it executes our strategy, and we are committed to maintaining the highest standards of governance principles and practice, an overview of which is included on pages 94 to 107.

People and Culture

We are a business with a manufacturing footprint and depot network close to the customers and consumers we serve. We have world-class facilities and a network that is unrivalled in terms of reach and scale across the UK and Ireland. Undoubtedly, our people are at the very heart of our success, and I reiterate my sincere thanks to every one of my colleagues for their dedication and support in navigating the many challenges that we faced in FY2024.

We have recently made several key leadership appointments who will each bring necessary experience and expertise to C&C in their respective areas. A Chief Technology Officer, a Chief Marketing Officer, a Chief Human Resources Officer and a Director of Health & Safety have recently joined our business. All are external appointments and are key leadership roles. I welcome them to the business.

We remain committed to supporting our colleagues' physical and mental wellbeing and initiated several developments. This year we reached our target number of colleagues who have trained as Mental Health First Aiders to support each other, and proudly have 120 who can offer confidential support and advice across our business. In May 2023, C&C participated in Learning at Work week, designed to foster a culture of continuous learning, empower employees, and drive innovation. We continue to focus on developing the skills and capabilities of our colleagues, through broadening the number of apprenticeship level development programmes available and offering professional development. This year, this has been supported by the launch of our Management Academy which provides a group-wide approach to developing all our line managers.

Our two-year Diversity, Equity and Inclusion plan, launched this year, is set to champion gender diversity and employment opportunities for people from underrepresented and disadvantaged backgrounds, as well as creating opportunities for all our colleagues to fulfil their potential and take responsibility for their careers. To help inform our actions we are working in partnership with Diversity in Grocery and WiHTL, both external organisations, which support companies in creating inclusive environments.

The Board recognises the need to take regular temperature checks of employee engagement to continue to develop our people, culture, and values. At least two employee engagement surveys take place each year with the support of engagement specialists, Workday Peakon. Employee feedback and comments are reviewed by managers, and our Executive Committee and Board respond to the key areas of focus in order to improve our employees' experience and to ensure we channel resources into the most significant areas.

This year has been a challenging one for our colleagues, and I thank each of them for their commitment, dedication, and enthusiasm for the business.

Environmental and Social Responsibility Commitments

We recognise the important role that our industry plays in wider society but acknowledge and understand the key role we play in social responsibility within the local communities we serve. We take our responsibility seriously. In terms of strategic oversight, the Board has an ESG (Environment, Social and Governance) Committee that works alongside our ESG team to develop and execute our ESG strategy. Our ESG team includes representation from colleagues at all levels across the business to ensure varied and diverse inputs and a balanced strategy. This year's Sustainability Report is set out on pages 59 to 89.

We are members of the Portman Group and Drinkaware, organisations which raise awareness of the potential for alcohol harm and to promote the responsible consumption of alcohol both with our customers and colleagues. We utilise both charities' training resources to educate our colleagues through online and virtual group training sessions. We also produce a range of 'no and low' alcohol variants of our leading brands which we continue to develop.

Our work with communities continues through our partnership with The Big Issue Group and in line with our commitment we have made ten offers of employment to those Vendors who are ready to return to employment. We have also provided several Sheltered Pitch opportunities at our sites, providing a safe and warm place to sell the Big Issue whilst supporting vendors to hone their selling skills and build relationships with our colleagues.

Care for the environment remains an integral part of the Group's strategy. For this reason, ESG considerations are now part of our Executive remuneration policy, with an environmental target being included in the performance conditions of the 2023 Long Term Incentive Plan ('LTIP'). More details can be found in the Remuneration Committee Report on pages 136 to 163.

We are committed to transitioning our operations to clean energy sources in line with our carbon reduction targets. 100% of the electricity across the Group's main sites in the UK and Ireland comes from renewable sources., covering 95% of the Group's total electricity use. In 2023 we installed Ireland's largest rooftop solar array at our manufacturing facility in Clonmel and confirmed a Corporate Purchase Power Agreement ('PPA') obtaining electricity from the Cronalaght Wind Farm in Donegal. Whilst most of our electricity consumption is renewable; the Group recognises that this only constitutes a proportion of its operational emissions. To mitigate our Scope 1 emissions, the Group has invested heavily in decarbonisation projects including the implementation of electric Forklift Trucks ('FLTs') to our fleet, anaerobic digestion and biogas projects at our Wellpark Brewery, and the commissioning of a 1MW heat pump at our Clonmel manufacturing facility. At Wellpark, Boiler house Energy Recovery and Anaerobic Digestion Heat Recovery delivered a c.1,000 tonne CO2 reduction per annum. The Group's waste reduction programme across our operations includes recycling and reducing packaging waste. This year we again met our target of sending zero waste to landfill. 100% of our products are sold in containers that can be recycled and 28% is already in returnable units.

Looking Forward

We look forward to putting FY2024 behind us and building on the foundations for growth that we have laid down. The improvements to systems and the enhanced capability of our teams will benefit our customers and performance. We target further development building on the inherent strength of our brands and distribution network and have a clear view of strategy and capital allocation.

Trading in the first quarter of FY2025 has been encouraging and in line with our expectations. Whilst we remain cautious about the consumer outlook for the year, the market dynamics indicate that consumers are seeking affordable treats including visits to pubs and restaurants. At this stage therefore there is no change to our expected earnings for FY25 and future years. We are a highly cash generative business and are well-positioned to execute our long-term strategy.

Ralph Findlay
Chair & Chief Executive Officer

Notes
(i) FY2023 numbers have been restated to reflect the impact of a number of prior period adjustments as outlined in Note 31 of the Financial Statements.
(ii) FY2023 comparatives have been represented to be on a constant currency basis (FY2023 translated at FY2024 FX rates).
(iii) Adjusted basic/diluted earnings per share ('EPS') excludes exceptional items. Please also see note 9 of the financial statements.
(iv) Underlying numbers exclude the impact of exceptional items
(v) CGA OPM 52 w/e 24.02.24; IRI Circana, Total Grocery - Scotland, 52 w/e 24.02.24.
(vi) ROI CGA OPM 29.02.23; Nielson IQ Total off-trade including Dunnes & Discounters 52 weeks to week ended 25.02.24 vs 52 weeks to end Feb 2023.
(vii) Leverage is Net Debt/Adjusted EBITDA.
(viii) Net debt comprises borrowings (net of issue costs) less cash plus lease liabilities capitalised under IFRS 16 Leases. Net debt excluding leases comprises borrowings (net of issue costs) less cash.

Vision, Purpose and Values

We are committed to building a company that delivers long-term value, an organisation that has an affinity to the markets in which it operates, with sustainability and social responsibility at its forefront.

With our Bulmers and Tennent's brands, as well as our Matthew Clark business, C&C has a long and rich history at the core of the Company, augmented by continually evolving our offer to meet the demand of our consumers, customers and partner suppliers.

Vision

To be the pre-eminent brand-led drinks distribution platform, serving the UK and Ireland drinks markets, generating stable margins, delivering strong free cash flow and returns for our Shareholders.

Purpose

Play a role in every drinking occasion, delivering joy to our customers and consumers with remarkable brands and service.

Our Values

To respect people and our planet and aim to bring joy to life, ensuring quality is at the core of everything we do.

Our Culture

Open

Humble

Respectful

Competitive

Our Behaviours

We put safety first

We are customer centric

We collaborate through trust

We keep it simple and remain agile

We are fact based, data and insight driven

We learn to improve

Divisional Structure

Great Britain (GB)

This segment includes the financial results from sale of the Group's own branded products in Scotland, with Tennent's, Caledonia Best, Heverlee and Magners the main brands. This division includes the sale of the Group's portfolio of owned cider brands across the rest of GB, including Magners, Orchard Pig, K Cider and Blackthorn which are distributed in partnership with Budweiser Brewing Group. Our primary manufacturing plant is the Wellpark Brewery in Glasgow, with major distribution and administration centres in Glasgow, Bristol and London.

The division includes Tennent's Direct, Scotland's leading drinks distributor which serves the Scottish on-trade with an unrivalled range of drinks led by beer and cider, and includes exclusive distribution of Moët Hennessy products, such as Moët and Glenmorangie, and UK distribution of international brands Tsingtao and Menabrea.

The segment includes the financial results from Matthew Clark, the largest independent distributor to the GB on-trade drinks sector. Matthew Clark delivers a market leading composite drinks range across Wine, Spirits, beer, cider, and soft drinks including a number of exclusive distribution agreements with wine producers and third-party brands.

In addition, it includes Bibendum, the UK's leading independent wine specialist servicing customers across the on-trade, independent retail (through Walker & Wodehouse) and off-trade nationwide. Delivering a market leading range of premium wine, a selection of exclusive globally recognised artisan and innovative wine producers.

The Group's Tennent's Direct, Matthew Clark and Bibendum distribution businesses operate a nationwide distribution network serving the independent free trade, national accounts, independent retail and off-trade customers.

This segment also includes the financial results from the sale and distribution of the Group's own branded products, principally Magners and Tennent's outside of the UK and Ireland. The Group exports to over 40 countries globally, notably in continental Europe, North America, Asia and Australia. The Group operates mainly through local distributors in these markets and regions. This segment also includes the sale of the Group's cider and beer products in the US and Canada.

Ireland

C&C's Ireland division includes the financial results from the sale of the Group's own branded products across the Island of Ireland, principally Bulmers, Magners, Tennent's, Five Lamps, Clonmel 1650 and Heverlee. The Group also operates the Bulmers Ireland drinks distribution business, a leading distributor of third-party drinks to the licensed on and off-trades in Ireland. The Group distributes San Miguel and Budweiser Brewing Group's portfolio of beer brands across the Island of Ireland on an exclusive basis. Our primary manufacturing plant is located in Clonmel, Co. Tipperary, with major distribution and administration centres in Dublin and Culcavy, Northern Ireland.

Our Engagement with Stakeholders

We aim to maintain open and positive dialogue with all our stakeholders. Our stakeholders are a critical part of our operations and are referenced throughout this report. We have set out below details of who our key stakeholders are, and how we engage with them. For our Section 172 Statement, please see page 100.

Area of Focus	Why we engage	How we engage
Employees	**Our colleagues and contractors who work in our business**	
Health, safety, and wellbeing **Investment in learning and development** **Promotion of equality, diversity, and inclusion** **Recognition and careers** **C&C strategy, culture, and values** **Sustainability**	Our people sit at the heart of our business. Without them we would not succeed. We want our people to thrive in a fair and inclusive work environment, to ensure that C&C has the most engaged, inspired and committed colleagues.	Employee communications - weekly and monthly online and face to face briefings, Regular site visits and roadshows with Senior Management, Employee engagement surveys, Employee forums with Non-Executive Directors, Focus on Health and Wellbeing via healthcare benefits and Employee Resource Groups. Promote Diversity, Equity, and Inclusion ('DE&I') via a Group wide Advisory Group, Remote and Hybrid working and Right to Disconnect policies, Employee Assistance Programmes including Whistleblowing Helpline, Annual Reviews, Learning and Talent Development programmes, Board level ESG Committee to develop strategy and Group wide ESG Champions to advocate sustainability.
Communities	**The people who live in the local communities around our sites and operations**	
Fair employment and equal opportunities **Local causes and issues**	To build trust by operating responsibly and sustainably and investing in people and addressing issues that are material to our communities.	We support local and national charities and community groups to raise awareness and funds to help deserving causes. Building on our existing outreach work and initiatives which have empowered people from marginalised communities, in September 2022 the Group announced a three-year partnership with the Big Issue Group. This tie up is with a social enterprise that aims to change lives through enterprise and is aligned to C&C's charitable agenda around tackling the complex social issues of homelessness, addiction, poverty, and mental health. We have also introduced a Group wide volunteering policy, allowing all colleagues time off to volunteer, whether it be for our Big Issue Community Partnership, or local charities, community initiatives and causes that are of personal interest or relevant to our brands and Business Units.
Consumers	**The people who drink our products**	
Create joyful moments as consumers enjoy one of our drinks with family, friends and loved ones **Staying ahead of changing consumer lifestyles and habits which impact how people want to drink** **Making sure that our beverage offer is sustainable and good for the planet** **Safe products and environments**	We strive to build lasting bonds with consumers built on quality, relevance, authenticity, and trust. On occasions when consumers choose alcohol, we want them to "drink better, not more."	Using our in-house data and insight capabilities, we develop powerful and unique brand positions that engage consumers. We invest in and nurture our brands, to develop campaigns, experiences and associations that resonate with consumers. We utilise the appropriate experiences and channels to reach our consumers. Our brands are available and visible in the correct outlets and in the correct formats to meet every drinking occasion. We are committed to responsible advertising and marketing. By training staff and via active engagement and education of consumers, C&C promotes moderation to reduce the harmful use of alcohol. C&C's core brands are rooted in their communities, and we adopt the highest Ethical and Sustainable standards in sourcing our products and services. The Group continuously innovates by sourcing and developing new products that meet consumer needs and preferences.

Suppliers

Our partners who supply products and services

Product quality and authenticity

Workplace health and safety

Ethical and sustainable supply chain reducing our environmental impact and making positive contributions to society

Innovation in creation of new brands

Working collaboratively to ensure resilience and availability in our supply chain to deliver the best possible service and value for money for customers and consumers.

Identify opportunities for profitable, sustainable growth.

Collaborate to improve ethical and sustainable approach.

Suppliers must sign up to our Code of Conduct and Anti Modern Slavery policies as well as provide detailed information on their Ethical and Sustainable approach.

The Group has received validation from the Science Based Targets initiative of our target of ensuring that suppliers and customers making up 67% of our Scope 3 emissions, will have science-based targets in place by 2026. The Company, by participating in the CDP Supply Chain Screening programme, will continuously collaborate with suppliers and customers to support them to set science-based targets for their own emissions by 2026.

Conduct formal supplier surveys, reviews, and audits.

Focus on learning and development to build Ethical and Sustainable procurement capability across the Group.

Investments in third-party innovative and new brands.

Shareholders and Lenders

Individuals or institutions that own shares in C&C Group plc or provide financing

Financial performance

Strategic priorities

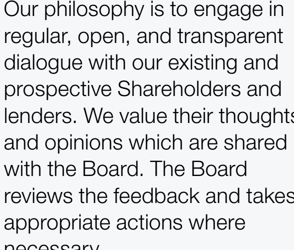
Corporate governance

Leadership and succession planning

Executive remuneration policy

Shareholder returns

Environmental and social commitments and progress



Our philosophy is to engage in regular, open, and transparent dialogue with our existing and prospective Shareholders and lenders. We value their thoughts and opinions which are shared with the Board. The Board reviews the feedback and takes appropriate actions where necessary.

We engage with our existing investors through one-to-one and group meetings, webcasts, presentations, conference calls and at our AGM. The Group Finance and Investor Relations Director holds responsibility for the investor relations programme, and the Group CEO and Group CFO dedicate significant time to engaging with our major Shareholders. The Executive Chair, other Board members and the Group General Counsel and Company Secretary also engage with our Shareholders on other matters, such as Environmental, Social and Governance (ESG) topics. We engage with lenders primarily through Group Finance and the Group CFO.

The Group has built ESG KPI's into its most recent Debtor Securitisation and Refinancing programmes.

Customers

Our customers, who are experts in the products they buy and sell, as well as in the experience they create and deliver

Identification of opportunities that offer profitable sustainable growth insights into consumer behaviour and trends, innovation, promotional support and merchandising and technical expertise

Our passion is to ensure we nurture mutually beneficial relationships that deliver joint value and the best outcome for all our consumers.

Collaborate to improve ethical and sustainable performance.

We engage through the use of best practice sales analytics and technology to support our retailers, ongoing dialogue and account management support and physical and virtual sales calls.

Our award-winning market insight capability identifies product range based on occasionality, consumer demand and market trends.

The three distinct pillars of C&C's growth strategy; brand strength, distribution strength and sustainability provide a comprehensive "one-stop shop" for licensed premises owners.

These pillars are underpinned by our offer: dedicated and passionate people, enhanced customer service and value.

Governments and Regulators

Regional and national government bodies and agencies which implement and enforce applicable laws across our industry

Positive drinking programmes and impacts

Wider sustainability agenda including human rights, environmental impacts

Legal and regulatory compliance

To communicate our views to those who have responsibility for implementing policy, laws, and regulations relevant to our businesses.

Ongoing dialogue, collaboration on responsible drinking initiatives and promotion of moderation, strengthening industry standards and participation in governments' business and industry advisory groups.

Supporting the introduction of Deposit Return Schemes in the Republic of Ireland.

Contributing to UK Governments' consultations including Alcohol Duty Review (UK) and Alcohol Marketing Restrictions and Minimum Unit Pricing Review (Scotland).

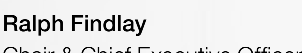
Adopting globally recognised emission reporting standards including CDP and Science Based Targets Initiative.

Reporting on climate impacts via Taskforce on Climate-Related Financial Disclosures ('TCFD').

Engaging openly with UK and Ireland tax authorities.

Chief Executive Officer's Review

> "In a challenging environment and year for the Group, we have stabilised the business and continue to make good strategic progress. We continue to simplify the Group; enhance operating efficiency; maintain balance sheet strength; and, to focus on rebuilding profitability. Our decision to re-instate a progressive dividend stream reflects our commitment to provide Shareholders with certainty of value. Equally, our decision to return capital in the form of a share buyback programme reflects both the strength of our capital structure and our ongoing free cash generation. It also reflects the Board's belief that it represents the most effective use of capital."



Ralph Findlay
Chair & Chief Executive Officer

Set against a challenging market backdrop, we are pleased with the performance of our core brands in FY2024 with Tennent's and Bulmers gaining share in Scotland and the Republic of Ireland[i][ii]. Premiumisation remains a key strategic focus for the Group with our Premium beer brands in GB delivering volume growth of 24% in the year. Premium beer in the year now represents 9% of total branded revenue.

During the period the Group has faced significant internal challenges and has carried out detailed independent and internal reviews of inventory control and accounting across the Group balance sheet. The results of that review were disclosed in June and disappointingly highlighted a number of items which have resulted in the restatement of past results. The path to understanding and resolving these issues started with the early steps outlined in this Report, which will continue and accelerate during FY2025.

As previously communicated, the implementation of a complex ERP system upgrade in our Matthew Clark and Bibendum GB distribution business had a material impact in FY2024. However, service levels, defined as On-Time-In-Full ("OTIF") have been restored back to pre-ERP implementation levels and we believe our service levels were industry leading over the key Christmas trading period. The ERP system upgrade is a key step in our digital transformation and optimisation program in GB. While acknowledging the implementation did not go as planned initially, the system upgrade will enhance the service we provide to our customers, improve efficiency and capacity utilisation through more

automated processes. The investment reflects the Group's commitment to deliver market leading customer service through GB's preeminent distribution platform.

Despite these challenges, we have continued to execute our strategy by: strengthening our portfolio and distribution businesses; premiumising our portfolio; enhancing our customer offering; investing in technology; driving efficiencies in our network and support office functions; improving capability in key management roles, and, ensuring we continue to meet our ambitious sustainability commitments.

Our Team & Partners

Our people are passionate about our brands and delivering outstanding service to our valued customers and supplier partners. I'm extremely grateful to each one of my colleagues for their dedication and support in navigating the challenges we faced in FY2024.

The simplification of the business includes the strengthening of the capability of the Group Executive Committee comprising the creation of Group functional roles rather than geography specific management teams. In recent months we have had external appointments in Finance (Industry Veteran Andrew Andrea, CFO), Marketing (Cara Chambers, CMO), Human Resource (Lynette Eastman, CHRO) and Technology (Carole Kingsbury, CTO), together with the retention of our very experienced Chief Commercial Officer (Barry Sheehan) and Chief Operating Officer (Andrea Pozzi).

The health and safety of our colleagues is our utmost priority and one which we will continue to invest in to ensure we continue to provide a safe workplace for all. We recognise that the needs of employees have evolved post the COVID-19 pandemic, and we continue to respond to those needs, actively engaging with our employees, implementing initiatives such as flexible working policies and employee resource groups, as well as enhancements to our employee healthcare provision. In addition, we have 120 trained mental health first aiders across all our operations.

We have established a Diversity, Equity, and Inclusion Group made up of employees from across our business, who are passionate about fostering a welcoming culture where everyone feels comfortable to be themselves. We are pleased that our 2023 Mean and Median Gender Pay Gap metrics for the UK and Ireland are in favour of female employees, indicating that the average pay for female employees is higher compared to male employees. We have also strengthened our efforts to recruit women into Leadership roles and have achieved a noticeable change, 42% of our Group Executive Committee and 57% of all CEO direct reports are female. As part of our commitment in this important area, we have recently launched our enriched Family Leave policies to ensure that everyone at C&C is enabled to balance their working responsibilities with their personal priorities and the important people in their lives.

Alongside many of our customers and partner suppliers, we are active members of both the Portman Group and Drinkaware organisations to raise awareness of alcohol harm and to promote the responsible consumption of alcohol. We continually utilise training resources to educate our colleagues through online and virtual group training sessions.

Shareholder Returns

Leverage was 1.8x[iii] at the year-end, within our target range of 1.5x-2.0x, which reflects the strong cash generation capabilities.

We announced in October 2023 our intention to deliver €150m to Shareholders over the next three financial years (FY2025 – FY2027) through an appropriate mix of share buybacks, dividends and special dividends depending upon circumstances at the time. We commenced a €15m share buyback programme on 1 March 2024 and subject to Shareholder approval, the Directors have proposed a final dividend of 3.97 cent per share to be paid on 23 August 2024 to ordinary shareholders registered at the close of business on 19 July 2024. An interim dividend of 1.89 cent

> Our brands are key to the success of our business. We have continued to invest in our branded portfolio, with direct brand marketing equating to 9% of branded net revenue.

Group Chief Executive Officer's Review
(continued)

per share was paid in December 2023, resulting in a full year dividend of 5.86 cents per share. Our current intention is to return €50m to Shareholders in the current financial year ending February 2025. At the same time, we remain alert to the potential for other organic or acquisitive growth opportunities which would strengthen our market position, improve performance and create value for Shareholders. We would benchmark any such opportunity against the value implied by the Group's prevailing market multiple.

Brand Strength

Our brands are key to the success of our business. We have continued to invest in our branded portfolio, with direct brand marketing equating to 9% of branded net revenue. While this investment is 1ppts lower than last year it is a significant increase from pre COVID-19 levels of 5.8% in FY2020. This, together with our strong distribution business in Scotland and Ireland has resulted in increased visibility for our brands with enhanced levels of activity, both in advertising as well as in-outlet activation.

Tennent's, the leading beer brand in Scotland, continues to perform strongly. Net Sales Revenue within GB was up 13% on volumes that were down 1%. Across combined on- and off-trade in Scotland, Tennent's gained 0.3%ppts volume share of beer, to 29.0%[i]. We continue to successfully and efficiently invest in the Brand. A new brand platform of "Raised in Scotland" led to an investment in an "OOOFT!" campaign which launched in July, across TV, Out of home & digital medial channels, conveying the emotional triumph in the first sip of Tennent's. OOOFT! breakthrough communication platform connected with consumers, delivering the Brand's best ever recorded brand health score- growing from an index of 14 to 19 (with Quality seeing the greatest improvement) whilst lager competitors declined year on year[iv]. We also continued our partnership with Scottish Rugby Union, in the lead up to and during the Rugby World Cup. OOOFT! and Rugby World Cup campaign delivered combined reach to all Scottish adults of 97% at a frequency of 17 times[v].

We were pleased with the performance of our iconic Bulmers brand in Ireland with Net Revenue growth of 8% relative to the prior period. Between the on and off-trade, Bulmers remains the largest and most popular cider brand in the Republic of Ireland ("ROI")[ii]. Aided by our marketing campaign, Bulmers total ROI market share, from a volume perspective, increased by 0.2ppt to 59.5% at the end of Feb 2024[ii] while the Bulmers brand index (equity measure) increased by 10% over the same period[vi].

Premiumisation remains a strategic focus for our business and in GB our premium beer brands delivered volume growth of 24% and net revenue growth of 27% in the period. Menebrea's volumes and net sales revenue in GB were up 30% relative to the prior financial year. A number of new national listings for Menebrea were secured this year including Loungers & Cosy Club in the On-trade and Waitrose in the Off-trade. Heverlee also performed strongly with volumes in GB up 22% and net sales revenue up 34%. Growing our premium portfolio, anchored by our iconic Tennent's and Bulmers brands is important as premiumisation across almost all drinks categories for consumers remains evident and is the focus of much investment by the industry.

Distribution Strength

The implementation of a complex ERP system upgrade in our GB distribution business had a material impact on performance in FY2024. Net Revenue for the Group's GB distribution business was down 3.6% on the prior financial year with operating profit down €29.5m primarily as a consequence of the ERP system upgrade issues [vii][viii]. Adverse mix, both from a customer and product perspective, continue to impact performance.

Our clear priority for FY2024 was to restore service levels, defined as OTIF. Thankfully service levels have been fully restored to pre-ERP implementation levels and we believe they were industry leading in the GB distribution business over the key Christmas trading period, reflecting the Group's commitment to deliver market leading customer service through GB's preeminent distribution platform. In February 2024 we also successfully transitioned to a new London Distribution depot 'Orbital West'

which will enhance the service we provide our customers in London and the wider region. Situated near Heathrow Airport, our 113,600 sq. ft facility is 40% larger than our previous London depot and underlines the Group's significant investment in increased capacity in growth areas and ongoing commitment to industry-leading customer service.

In Ireland, the Distribution business had net revenue growth of 7.8% in the year on volumes that were down 2.4%. We were particularly pleased with the performance of Corona where net revenue was up 17.8% on volumes that were up 5.2%, and San Miguel where volumes increased 27.2% in the period. Corona is now the No 1 Premium Lager in the ROI off-trade with a market share of 17.3% [ix]. Within the ROI on-trade we are seeing positive impact from the rollout of Corona Draught[x].

Sustainability

The Group has put in place various decarbonisation initiatives in the last year, aimed at reducing our Scope 1 and 2 emissions. In FY2024 the Group exceeded its carbon reduction target of 4.0% mp.a., to deliver our validated science-based target, with Scope 1 and 2 (Location Based) carbon emissions down 3.0ktCo2e (-10%) vs FY2023. This brings our total Scope 1 and 2 carbon reduction (vs our 2020 baseline year) to 8.9 ktC02e (-24%). C&C retains a "AA" rating (placing us in the top c30% in beverage sector) from leading ESG Ratings Agency, MSCI.

We acknowledge the positive role our industry plays in society and our position within it as a producer and distributor of alcoholic beverages. We are passionate about ensuring the safe and responsible consumption of alcohol in society. In that context, we use our marketing assets to promote responsible consumption and are active members of both the Portman Group and Drinkaware.

Our sustainability commitments and achievements are disclosed in more detail on in the Sustainability Report on pages 59 to 89.

Summary and Outlook

Trading in the first quarter of FY2025 has been encouraging and is in line with our expectations. The Group is well placed to take advantage of the critical summer period ahead, including the Euro '24 tournament which includes the participation of the Scottish and English football teams. Whilst we remain cautious about the consumer outlook for the year, the market dynamics indicate that consumers are seeking affordable treats including visits to pubs and restaurants. At this stage therefore there is no change to our expected earnings for FY25 and future years.

Our focus for the year ahead will remain:

- The health, safety and wellbeing and success of our colleagues;
- Simplifying our business and allocating resources to ensure that C&C is the partner of choice for customers and suppliers alike.
- Improving our operational effectiveness, enhancing core brands, building our premium beer portfolio and rebuilding profitability.
- Deliver value to Shareholders through dividends, share buybacks and other organic or acquisition growth initiatives.

Ralph Findlay
Chair & Chief Executive Officer

Notes
(i) CGA OPM 52 w/e 24.02.24; IRI Circana, Total Grocery - Scotland, 52 w/e 24.02.24.
(ii) ROI CGA OPM 29.02.23; Nielson IQ Total off-trade including Dunnes & Discounters 52 weeks to week ended 25.02.24 vs 52 weeks to end Feb 2023.
(iii) Leverage is Net Debt/Adjusted EBITDA.
(iv) You Gov to end of 2023.
(v) Media post campaign analysis - Clear Decisions run across campaign period.
(vi) YouGov, period Feb'23 to Feb'24.
(vii) FY2023 numbers have been restated to reflect the impact of a number of prior period adjustments as outlined in Note 31 of the Group's financial statements.
(viii) FY2023 comparatives have been represented to be on a constant currency basis (FY2023 translated at FY2024 FX rates).
(ix) Nielson IQ Total off-trade including Dunnes & Discounters 52 weeks to week ending 25.02.24 vs 52 weeks to end Feb 2023
ROI CGA OPM 29.02.23

Operating Review

Great Britain

€m Great Britain Constant currency(i)(ii)	FY2024	FY2023	Change %
Net revenue	1,366.2	1,406.4	(2.9%)
of which Branded	202.8	192.9	5.1%
of which Distribution	1,143.8	1,186.5	(3.6%)
of which Co-pack / Other	19.6	27.0	(27.4%)
Operating profit (iii)	33.7	57.9	(41.8%)
of which Branded	27.8	22.5	23.6%
of which Distribution	5.9	35.4	(83.3%)
Operating margin	2.5%	4.1%	(1.6ppts)
Volume – (kHL)	4,444	4,479	(0.8%)

As previously communicated, the implementation of a complex ERP system upgrade in our Matthew Clark and Bibendum ('MCB') business had a material impact on the performance of the GB distribution business in FY2024. Service levels, defined as On-Time-In-Full ('OTIF'), have fully recovered and we believe they were industry leading in the GB distribution business over the key Christmas trading period reflecting the Group's commitment to deliver market leading customer service through GB's preeminent distribution platform. In February 2024 we also successfully transitioned to a new London Distribution depot, with no impact to customer service.

Net revenue of the Group's GB business was down 2.9% compared to the prior period, with operating profit down €24.5m principally reflecting the ERP disruption.

Branded

Branded Revenue was up 5.1% in the year with Branded Margins improving by 2.0ppts(i)(ii). Tennent's, the leading beer brand in Scotland, continues to perform strongly. Net Sales Revenue within GB was up 13% on volumes that were down 1%. Across combined on- and off-trade in Scotland, Tennent's gained 0.3%ppts volume share of beer, to 29.0%(iv). We continue to successfully and efficiently invest in the Brand. A new brand platform of "Raised in Scotland" led to an investment in an "OOOFT!" campaign which launched in July, across TV, Out of home & digital medial channels, conveying the emotional triumph in the first sip of Tennent's. OOOFT! breakthrough communication platform connected with consumers, delivering the Brand's best ever recorded brand health score- growing from an index of 14 to 19 (with Quality seeing the greatest improvement) whilst lager competitors declined year on year(v). We also continued our partnership with Scottish Rugby Union, in the lead up to and during the Rugby World Cup. OOOFT! and Rugby World Cup campaign delivered combined reach to all Scottish adults of 97% at a frequency of 17 times(vi).

Our Premium beer brands delivered volume growth of 24% and net revenue growth of 27% in the period. Menebrea's volumes and net sales revenue were up 30% relative to the prior financial year. A number of new national listings for Menebrea were secured this year including Loungers & Cosy Club in the On-trade and Waitrose in the Off-trade. Heverlee also performed strongly with volumes up 22% and net sales revenue up 34%.

Magners, which is distributed in the UK through a third-party, volumes in GB were down 18% in the period with net revenue down 10%. Magners contributes modest profit to the Group. At 29 February 2024, reflective of the performance of the Magners brand in the UK we booked an exceptional charge of €125.0m relating to a non-cash reduction in intangible assets (goodwill) associated with the Magners brand in the C&C Brands Cash Generating Unit in the UK.

The Group put in place various decarbonisation initiatives in FY2024, aimed at tackling our Scope 1 and 2 emissions. In Wellpark, the Group's Glasgow based manufacturing facility, these included re-insulation of hot liquor tanks, steam network rationalisation and Brewhouse CIP reduction at Wellpark. Overall, the Group exceeded its carbon reduction target in FY2024.

Operating Review (continued)

Distribution

The implementation of a complex ERP system upgrade in our Matthew Clark and Bibendum ("MCB") business had a material impact on the performance of the GB distribution business in FY2024. Net Revenue of the Group's GB distribution business was down 3.6% relative to the prior financial year with operating profit down €29.5m, primarily as a consequence of the ERP system upgrade issues. Adverse mix, both from a customer and product perspective, continue to impact performance.

Service levels, defined as On-Time-In-Full ("OTIF"), have been fully restored to pre-ERP implementation levels and we believe they were industry leading in the GB distribution business over the key Christmas trading period reflecting the Group's commitment to deliver market leading customer service through GB's preeminent distribution platform. In February 2024 we also successfully transitioned to a new London Distribution depot "Orbital West" with no impact to customer service. This flagship facility underlines the Group's significant investment in increased capacity and ongoing commitment to industry-leading customer service, as well as significantly contributing to our wider carbon reduction programme and sustainability agenda.

From a market perspective[vii], while spend/value was down 0.8% in FY2024 compared to the previous 12 months, volumes were down 2.2% with consumers buying fewer drinks. Beer and cider sales values have seen modest increases and have outperformed wine, spirits and RTDs, driven by a combination of occasionality towards lower-tempo and drinks-only occasions. This is reflected in the types of outlets where spend has been better protected (i.e. pubs), versus outlets that are more challenged (i.e. restaurants, nightclubs). Spirits sales eased after a bumper year last year, when the return to trade drove consumers to cocktails and shots for their up-tempo occasions. The decline in wine sales has also slowed with declines of 0.6% value and 4.5% volume. Demand has been impacted by consumers cutting back on meals out and the subsequent underperformance of restaurants.

Ireland

€m Ireland Constant currency(i)(ii)	FY2024	FY2023	Change %
Net revenue	286.3	271.7	5.4%
of which Branded	109.9	107.4	2.3%
of which Distribution	174.9	162.2	7.8%
of which Co-pack / other	1.5	2.1	(28.6%)
Operating profit(ii)	26.3	23.9	10.0%
of which Branded	16.8	17.2	(2.3%)
of which Distribution	9.5	6.7	41.8%
Operating margin	9.2%	8.8%	0.4pts
Volume – (kHL)	1,397	1,450	(3.7%)

Completely unaffected by the ERP issues in GB, our Ireland division's net revenue increased by 5.4%(i)(ii) in the year to €286.3m. Operating profit(i)(ii)(iii) increased to €26.3m equating to a 10.0% increase year on year. Operating profit in the prior year has been restated as outlined in Note 31 on page 266. Total Ireland operating margin of 9.2% with Branded Margin at 15.3% as the cumulative inflationary cost pressures outweigh the benefit of pricing actions in the branded business. Distribution margins were up 1.3ppts relative to the prior year.

Operating Review (continued)

Branded

We were pleased with the performance of our iconic Bulmers brand in Ireland with Net Revenue growth of 8% relative to the prior period. Between the on and off-trade, Bulmers remains the largest and most popular cider brand in the Republic of Ireland ("ROI")[vii]. Aided by our marketing campaign, Bulmers total ROI market share, from a volume perspective, increased by 0.2ppt to 59.5% at the end of Feb 2024[vii] while the Bulmers brand index (equity measure) increased by 10% over the same period[ix].

Five Lamps had a decent performance in the year with volume and net revenue growth of 4% and 17% respectively, albeit from a low base.

Building on the work undertaken in previous years to reduce our Clonmel manufacturing site's energy usage, a 1 MW heat pump system was installed in our Clonmel site in H1 FY2024. This and other site initiatives have reduced the sites carbon footprint year on year.

Distribution

Delivering market-leading customer service is core to the Group's success as a brand-led distributor and we are pleased that OTIF levels remained at c.98% across the Island of Ireland.

The Distribution business had net revenue growth of 7.8% in the year on volumes that were down 2.4%. We were particularly pleased with the performance of Corona where net revenue was up 17.8% on volumes that were up 5.2%, and San Miguel where volumes increased 27.2% in the period. Corona is now the No 1 Premium Lager in the ROI off-trade with a market share of 17.3%[x]. Within the ROI on-trade we are seeing positive impact from the rollout of Corona Draught[xi].

Footnotes:
(i) FY2023 numbers have been restated to reflect the impact of a number of prior period adjustments as outlined on page 266.
(ii) FY2023 comparatives have been represented to be on a constant currency basis (FY2023 translated at FY2024 FX rates).
(iii) Underlying numbers exclude the impact of exceptional items.
(iv) CGA OPM 52 w/e 24.02.24; IRI Circana, Total Grocery - Scotland, 52 w/e 24.02.24.
(v) You Gov to end of 2023.
(vi) Media post campaign analysis - Clear Decisions run across campaign period.
(vii) CGA OPM, 52 weeks to 24.02.24.
(viii) ROI CGA OPM 29.02.23; Nielson IQ Total off-trade including Dunnes & Discounters 52 weeks to week ended 25.02.24 vs 52 weeks to end Feb 2023.
(ix) YouGov, period Feb'23 to Feb'24.
(x) Nielson IQ Total off-trade including Dunnes & Discounters 52 weeks to week ending 25.02.24 vs 52 weeks to end Feb 2023
(xi) ROI CGA OPM 29.02.23

Group Strategy

Our ambition is to be the pre-eminent integrated brands and drinks distribution business serving the UK and Ireland drinks markets

Provide a range of local and core brands, premium, craft and third-party brands that is unrivalled.

Our distribution infrastructure provides market leading national scale, reach and efficiencies.

Strategic Pillars	Medium-term strategic goals	Measurement
Invest and grow our portfolio of leading local, premium beer and cider brands.	• Brand and product investment to build value of key brands over the long-term • Leverage key brand strength and market position to grow our portfolio of premium brands • Successful brand development and launches to meet changes in consumer demand • Build on "partnership for equity" brand relationships to provide route to market access	• Cash generation and conversion • Revenue growth • Enhanced margins • Share growth and brand health scores
Strengthen our position as the No.1 drinks distribution platform in the UK and Ireland.	• Continue the optimisation of network and wider system • Deliver unrivalled portfolio strength, value and service to the UK and Ireland hospitality sectors • Commercialising the unrivalled data and insight on the hospitality sector	• Margin expansion in our distribution business
Capital allocation to enhance growth and Shareholder returns.	• Target leverage of between 1.5x and 2.0x net debt / EBITDA • Inorganic opportunities that strengthen our brands and distribution businesses • Invest in sustainability & technology • Return capital to Shareholders	• Net Debt/EBITDA • EPS growth • ROCE • Total Shareholder Returns

Strategic priorities

Our core strategic objective is to deliver earnings growth.

Existing Businesses

- Create an environment that ensures the health and safety of our colleagues. Further, establish a business culture that nurtures engaged, inspired and committed colleagues, investing in key capabilities for the future.
- Grow and strengthen our portfolio: growing cider share and building momentum in our premium beer portfolio as consumer preferences evolve.
- Leverage our scale and reach to drive operational efficiencies in our distribution infrastructure, optimising our capacity and ensure a market leading cost to serve.
- Enhance our offer: commercialising the data and insight that is available; continuing to develop our ecommerce offering; and building stronger partnerships with 'equity for growth' investments or complimentary agencies.

Capital Allocation

- Maintain the strong cash conversion characteristics of the business.
- Deleverage the balance sheet, medium-term target of between 1.5x and 2.0x Net Debt/EBITDA.
- Invest in our brands; review inorganic opportunities and return excess capital to Shareholders.

Environmental, Social and Governance

- Execute a credible sustainability strategy focused on people and planet.

These brands and asset base are underpinned by our offer: dedicated and passionate people; enhanced customer service; market insight and value.

The Group has sustainability at its core – with the target of delivering to a better world.

Achievements during FY2024

- Investment across our core branded portfolio with multi-channel advertising campaigns and promotional activity.
- Across combined on- and off-trade in Scotland, Tennent's gained 0.3%ppts volume share of beer, to 29.0%.
- Bulmers total ROI market share, from a volume perspective, increased by 0.2ppt to 59.5% at the end of Feb 2024 while the Bulmers brand index (equity measure) increased by 10% over the same period. Bulmers remains the largest and most popular cider brand in the Republic of Ireland.
- Premium beer portfolio has continued to progress with volume growth of 18% in the year.

- Net Revenue of the Group’s GB distribution business was down 2.9% in FY2024 relative to the prior financial year (on a constant currency basis) primarily because of the ERP system upgrade issues.
- Service levels, defined as On-Time-In-Full ("OTIF"), have been fully restored to pre-ERP implementation levels and we believe they were industry leading in the GB distribution business over the key Christmas trading period reflecting the Group's commitment to deliver market leading customer service through GB's preeminent distribution platform.
- In February 2024 we successfully transitioned to a new London Distribution depot "Orbital West" with no impact to customer service. This flagship facility underlines the Group's significant investment in increased capacity and ongoing commitment to industry-leading customer service.
- Net Revenue of the Group’s Irish distribution business was up 7.8% with OTIF remaining at c.98% across the Island of Ireland business.

- Strong liquidity position of €390.1m and Net debt/EBITDA of 1.8x. Our strong underlying cash generating characteristics have been reflected in an encouraging performance with FCF conversion in FY2024 of 68.1% and 91.4% before exceptional items.
- Increasing confidence in the medium-term outlook for the business and its strong cash generation capabilities, the Board reaffirms its intention to distribute up to €150m to Shareholders over the next three fiscal years (FY2025 – FY2027) while maintaining leverage target of 1.5x to 2.0x. Of which a €15m share buyback programme is currently in progress and a final dividend per share of 3.97 cents has been declared subject to approval at the Group’s Annual General Meeting.

Execute a credible ESG strategy focused on people and planet. FY2024 highlights include:

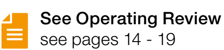
- Our 2023 Mean and Median Gender Pay Gap metrics for the UK and Ireland are in favour of female employees, indicating that the average pay for female employees is higher compared to male
- The Group reduced Scope 1 and 2 (Location Based) carbon emissions by 10% V FY2023 (v target of 4% reduction). This brings our total Scope 1 and 2 (Location Based) carbon reduction (v FY2020 baseline) to 24%
- 95% of the electricity used at our sites is generated from renewable sources.
- In January 2023, the Group’s greenhouse gas reduction targets were formally validated by the Science Based Targets initiative (SBTi).
- The Group has made positive progress on our Scope 3 Supplier Engagement target. This sees C&C commit that 67% of its suppliers and customers by emissions (measured via a spend-based approach as set out in GHG Protocol for calculating Scope 3 Emissions), covering 77% of purchased goods and services emissions, 65% of upstream transportation and distribution emissions and 50% of downstream transportation and distribution emissions, will have science-based targets by 2026. In FY2024, 48% of our suppliers and customers have science based targets in place V target 45%)
- In FY2024, Tennent Caledonian Breweries were awarded the Best Large Business Winner at the 2023 VIBES Scottish Environmental Business Awards.
- In September 2023, C&C announced an extension of our partnership with Inner City Enterprise (ICE), our valued community partner in Ireland

Business Model

The execution of our Group strategy is underpinned by three core pillars, together these create a market leading platform which ensures C&C's position as the pre-eminent brand-led distributor for the UK and Ireland drinks market.

Brand Strength

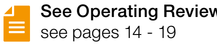
An attractive portfolio of Owned and Agency brands leveraging C&C's existing strengths and market opportunities.



See Operating Review
see pages 14 - 19

Distribution Strength

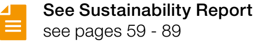
Strategy to position the Group as the most efficient, technology & sustainability driven drinks distribution platform in the UK & Ireland.



See Operating Review
see pages 14 - 19

Sustainability

A structured and ambitious programme of continuous improvement ensuring C&C delivers to a better world!



See Sustainability Report
see pages 59 - 89

Brand Strength

Core Brands

Our core brands of Bulmers and Tennent's are intrinsically linked to the communities and manufacturing locations where they are produced and where their heritage was born. These brands form part of the fabric of the respective drinks markets they occupy, with their lasting appeal underpinned by continued brand and marketing investment, alongside new product development. Together they deliver strong margins and are highly cash generative.

Scotland's **favourite** beer

Tennent's is Scotland's favourite beer. Tennent's has been brewed since 1885 at our Wellpark manufacturing site in Glasgow, where a brewery has stood since the 16th century.

Ireland's **No.1** cider

Bulmers is Ireland's No.1 cider, made at our manufacturing site Clonmel, Co. Tipperary.

Complemented by premiumbrands

The premium market segment continues to grow structurally as consumer demands evolve although this space is fragmented with the number of brands. C&C deploys a portfolio of premium beers which meet this demand and,coupled with our local and core brands, provide a comprehensive range to meet customer and consumer preferences. Further innovation will strengthen these brands and will be complemented by exclusive distribution agreements and 'equity for growth' investments in leading craft brands.

Belgian beer

Heverlee is a premium Belgian Beer, which is endorsed by the Abbey of the order of Prémontré, in the town of Heverlee in Leuven.

Dublin lager

The Five Lamps Dublin Brewery was originally set up in early 2012 beside Dublin's iconic Five Lamps. Its first beer, Five Lamps Dublin Lager, was launched in September 2012.

Italian lager

Menabrea is from Northern Italy and is matured gently in the perfect temperature of cave cellars for a taste of superior clarity. This pale lager is well-balanced between citrus, bitter tones and floral, fruity undertones giving a consistent and refined flavour.

Craft beer

A range of craft beer brands which includes Innis & Gunn, Scotland's craft beer brand into which C&C has an 'equity for growth' investment.

Premium cider

Orchard Pig craft ciders are full of Somerset character and scrumptious tanins found in West Country cider apples.

Other Owned & Agency

Local, niche and speciality brands as well as world premium brands such as Stella Artois, Becks, Budweiser and Corona.

Business Model (continued)

Distribution Strength

Route-to-market

C&C's route-to-market platform occupies a fundamental role in the infrastructure of the UK and Ireland hospitality sectors. The Group provides a route to market for international and local brands alike.

Customer benefit	C&C provide access to an unrivalled range of products, offering expert knowledge and insight.	Nationwide network with market leading reach and scale.	Resilience of C&C's in-house operated network.	C&C's financial strength provides security of supply and access to credit.
C&C	A drinks portfolio which is market-leading.	Ensures the Group participates in evolving consumer trends across multiple drinks categories.	C&C's distribution platform enhances market access and visibility for its brands.	Supplier brands which compliment our own branded portfolio.
Supplier benefit	C&C provide access to an unrivalled range of customers across all areas of the on and off-trades.	C&C has an intimate understanding of the markets they serve.	C&C's access to data ensures it has unparalleled insight into the hospitality sector.	C&C's financial strength and creditworthiness.

Scale and Reach

C&C has unrivalled size, scale and distribution reach across attractive on-trade drinks markets in Ireland and UK. We operate two well invested and state-of-the-art manufacturing sites. Our operational footprint can reach over 99% of the UK population on a next day delivery basis.

No.1
Drinks distributor on Island of Ireland

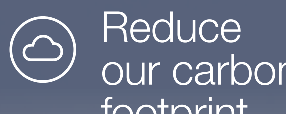
No.1
Drinks distributor in Scotland and GB

ESG /Sustainability

Delivering to a better world…

We recognise the important role that sustainability plays in the decision-making of all our stakeholders. C&C has proven track record of investing and delivering against sustainability targets and a clear strategy anchored in three pillars.

Environmental



Reduce our carbon footprint

Sustainably source our products & services

Social

Ensure alcohol is consumed responsibly

Enhance health, wellbeing & capability of colleagues

Governance

Build a more inclusive, diverse & engaged C&C

Collaborate with Government & NGOs

How we create sustainable value

C&C Group plc is a leading drinks manufacturer, marketer and distributor of premium branded cider, beer, wine, spirits and soft drinks across the UK and Ireland. The Group also plays a fundamental role in the infrastructure of the UK and Ireland drinks markets as a key route-to-market partner for local and international beverage brand owners.

Our purpose is to play a role in every drinking occasion, delivering joy to our customers and consumers with remarkable brands and service.

Our vision is to be the first-choice brand-led distribution partner for customers in hospitality and retail in the UK and Ireland.

Our values are:
To respect people and our planet and to bring joy to life, ensuring quality is at the core of everything we do.

We focus on the most material areas to guide our actions around sustainability and support the UN Sustainable Development Goals.

Manufacture

Embrace sustainable sourcing

We are committed to sourcing our raw materials from local sustainable sources. All apples crushed at the Clonmel site to produce Bulmers and Magners cider are sourced from the island of Ireland. As well as having 165 acres of our own orchards in Co. Tipperary, there are over 50 partner growers on the island with whom we work closely. Tennent's Lager is only ever brewed using the finest Scottish malted barley.

At C&C Group, integration of ethical and sustainable practices to our procurement processes contribute to the delivery of our three core values. Analysing procurement processes through the lens of ESG identifies risks (modern slavery, human rights violations and corruption) and opportunities (ethical practices, supply chain resilience and waste reduction) enabling optimisation of systems. Our Ethical and Sustainable Procurement (E&SP) Strategy is underpinned by our E&SP Policy, to ensure supplier alignment proactive engagement with our supply chain is priority. We ask that suppliers comply with C&C Group's Code of Conduct and Modern Slavery policy as a pre-requisite of trade. To support delivery C&C Group have created a E&SP Steerco comprising cross departmental collaboration and the expertise of an external consultant to generate a five-year roadmap designed to enable C&C Group to be a leader in this field by 2029., and potential to support and guide our supply chain to align with our practices and values. As part of our Science Based Target initiative ('SBTi') validation, we will collaborate with those suppliers and customers making up 67% of C&C's Scope 3 emissions to have science-based targets in place by 2026. At year end FY2024, we have achieved a 48% sign up (V's a KPI of 45%).

Optimising production and manufacturing

We are committed to transitioning our operations to clean energy sources in line with our carbon reduction targets. 100% of the electricity across the Group's main sites in the UK and Ireland comes from renewable sources.. The Group continues to utilise renewable energy where possible, for example in FY2023 we installed Ireland's largest rooftop solar array at our manufacturing facility in Clonmel and confirmed a Corporate Purchase Power Agreement ('PPA') obtaining electricity from the Cronalaght Wind Farm in Donegal. In

ESG Pillars
see pages 60-61

FY2024, 95% of our total electricity use for the Group was renewably sourced. Our manufacturing facility in Clonmel generated 1.13MWh of renewable electricity from its solar panels in FY24. Whilst the majority of our electricity consumption is renewable; the Group recognises that this only constitutes a proportion of its operational emissions. To mitigate our Scope 1 emissions, the Group has invested heavily in decarbonisation projects throughout the past years. This includes, but is not limited to, the implementation of electric Forklift Trucks ('FLTs') to our fleet, anaerobic digestion and biogas projects at our Wellpark Brewery, the commissioning of a 1MW heat pump at our Clonmel manufacturing facility. At Wellpark, Boiler house Energy Recovery and Anaerobic Digestion Heat Recovery delivers a c.1,000 tonne CO2 reduction per annum. The Group's waste reduction program across our operations includes recycling and reducing packaging waste. Again, in FY2024, we met our target of sending zero waste to landfill. 100% of our products are sold in containers that can be recycled and 28% is already in returnable units.

Improve sustainable packaging

The Group continues to meet its commitment to be out of single-use plastics (shrink wrap and hi and mid cone rings) in the packaging of our canned products, reducing the environmental impact and ecological footprint of our products. All of the Group's canned product continues to be packaged in fully recyclable cardboard, which removes more than 200 million plastic rings form the environment per annum. The investment in our more sustainable packaging recognises the future market changes including the Deposit Return Scheme ('DRS') introduction in Ireland on 1 February 2024 and, planned for the UK in October 2027 alongside new fees associated with Extended Producer Responsibility regulations due in 2025.

Market

Data

Our unrivalled scale and reach into the on-trade markets of the UK and Ireland ensures that we have superior access to data and great insight into macro and regional trends. We have approximately 100 international and domestic drinks brand owners and operators whom they work with either directly or who subscribe to our data assets.

Promoting responsible consumption of alcohol

At C&C Group plc we acknowledge the key role we play in social responsibility in the local communities we serve. We are 100% committed to the responsible marketing of alcohol and promoting the moderate consumption of the products we manufacture and distribute, to ensure they are enjoyed safely by consumers.

In March 2024, the C&C Board approved the Group's Responsible Marketing Code (RMC). This sets out our commitment to responsible marketing, guiding every aspect of our marketing activities including but not limited to research and development, communications, promotion, sponsorship, experiential, sampling and packaging. Central to the RMC is ensuring that all our marketing activities are only ever directed at adults over the legal purchasing age (LPA) in the relevant territory, and to encourage the moderate consumption of our products.

The RMC is mandatory for all our marketing, sales, promotion, and communications activities for both the brands which we own, but also for third-party brands where we control (and are responsible for) the marketing of such brands.

All C&C colleagues working in marketing and communications undertake mandatory training on the CAP/BCAP and the Portman Group Codes of Practice in the UK and CopyClear in Ireland, every two years. This builds colleague capability, protects our license to operate, our brands' reputation and, most importantly, our consumers and society. All new colleagues, in marketing, communications, corporate affairs and legal functions, should undertake the training within three months of starting their role. During FY2024, all c120 Marketing, Communications and Group Legal colleagues at C&C completed this training.

ESG Pillars

see pages 60-61

How we create sustainable value (continued)

Updated responsible marketing training will be rolled out to all relevant colleagues again in FY2025.

The Group also partners with leading alcohol charity, Drinkaware, to provide our colleagues with access to e-learning resources to improve alcohol awareness and understanding. The training is designed to support colleagues' health and wellbeing and ensure a safe working environment.

Colleague engagement

Colleague engagement is a key priority for C&C Group and is an agenda item at each Board and Group Executive Committee meeting.

We are committed to creating an inclusive culture at C&C, where everyone feels valued, safe, respected, and comfortable to be themselves. Our aim will always be to make C&C a great place to work for all colleagues, with the Peakon survey being a key channel to capture their views. In FY2024, all C&C colleagues were surveyed via Peakon in May 2023 and January 2024. These surveys, submitted anonymously, look to identify where we are as a business and how our values reflect colleagues' experience working at C&C.

The May 2023 survey told us that we need to remain focused on three consistent areas: Strategy, Organisational Fit and Reward.

Colleagues told us that they would value more insights on our company progress and strategy to ensure everyone is regularly updated. In September 2023, we launched Group-wide Executive Committee led quarterly all-colleague briefing sessions, providing regular content covering Our Customers; Our Brands; and Our People aligned to our Strategy. In the run up to our business trading announcements, colleagues will receive updates covering Performance; Strategic Priorities; Customer Service; Employee Proposition; Focus Areas; and Recognition.

As part of our learnings and advancements we have made across diversity, equity and inclusion, we have enhanced our suite of Family Leave policies. Our Family Leave policies ensure that everyone is enabled to balance their working responsibilities with their personal priorities and the important people in their lives.

In January 2024, 78% (V's KPI of 75%) of colleagues completed the Peakon survey, an increase of 5% since May, with an Engagement Score of 7.1, (V's KPI of 7.5), which also shows a slight increase on May. Colleagues also provided almost 15,000 individual comments – adding further depth and insight into their views.

Our two newly appointed Designated Employee Non-Executive Directors hosted employee engagement sessions in FY2024, and a full year plan is in place for FY2025 across the group locations These "listening sessions" allow our Non-Executive Directors to bring colleagues' voices into Board discussions so that these can be considered in Board decision-making. These sessions build on existing employee engagement opportunities and the Group's continuing efforts to develop a culture of informality, transparency, and trust. The aim is to provide a further opportunity to increase two-way dialogue between the Board and all employees

Gender Pay Gap Reporting

The Group are pleased that our 2023 Mean and Median Gender Pay Gap metrics for the UK and Ireland are in favour of female employees, indicating that the average pay for female employees is higher compared to male employees. Gender Pay Gap metrics continue to be lower than the national averages across the UK and the Republic of Ireland. Whilst this is positive, only 26% of our UK-based workforce and 14% of our Irish-based workforce are female. However, we have strengthened our efforts to recruit women into Leadership roles and have achieved a noticeable change, 42% of our Executive Committee and 57% of all CEO direct reports, are female. We acknowledge that there is still more to do to increase the representation of women across our business.

Communities

The Group is committed to the communities in which we operate and undertakes a range of initiatives that benefit our local communities, in particular supporting charitable activities. We are now in

the second year of our three-year partnership with The Big Issue Group, who aim to change lives through enterprise for marginalised communities across Great Britain. All C&C colleagues are now offered time off to volunteer, whether it be for our Big Issue partnership, or local charities, community initiatives and causes that are of personal interest or relevant to our brands and Business Units.

In September 2023, C&C Group announced an extension of our partnership with ICE, our valued community partner in Ireland. ICE is a not-for-profit charity established in 1992 and relaunched in 2012 to help unemployed individuals to establish their own businesses in Dublin's Inner City supporting over 4000 businesses in this timeframe. Our partnership strives to benefit both parties, C&C Group partaking in mentoring roles for enterprise participants and delivering training sessions covering important business requirements to attain success. C&C Group employees volunteering their time will be given the opportunity to share their skills and experience with ICE participants benefiting their own career and personal development.

We know that volunteering creates mutual benefit for C&C, our local communities, and our colleagues. Alongside a positive contribution to the local economy, volunteering also enhances the health, wellbeing, and capability of colleagues.

Stakeholder engagement

We aim to maintain open and positive dialogue with all our stakeholders. Our stakeholders are an important part of our operations and are referenced throughout this report.

Distribution

C&C is the UK & Ireland's largest independent on-trade drinks distributor. Our final mile distribution strength means we are well-placed to serve our On Trade customers, with 29 nationwide depots and our owned fleet delivering in excess of 700,000 orders per year.

One-stop shop

With an unrivalled range of beers, ciders, wines, spirits and soft drinks, C&C's distribution platform provides a comprehensive "one-stop shop" for licensed premises owners.

Final Mile distribution

The Group continues to assess low carbon distribution options as the leading final mile delivery partner to the on trade in the UK and Ireland.

Piloting Alternative Fuel Vehicles

C&C Group is committed to transitioning to a low-carbon world. Operating as a distributor, as well as a manufacturer and marketer, a significant amount of our emissions are fuel-based. The Group understands the negative impact fossil fuels have on our climate and is committed to transitioning to lower carbon alternatives where feasible. The delivery vehicles at two of our major depots, in Bedford and Runcorn, are powered by HVO. This has saved over 1,000 tCO_2e in FY24 alone. During FY24 we began transitioning more of our delivery vehicles, at our Thornliebank depot, to run on HVO. The Group also has four 18-tonne electric HGVs in operation, following successful trials across our distribution network in FY23. We are adopting a phased approach to the implementation of EVs (Electric Vehicles), shifting delivery vehicles to HVO in the interim as the technology and cost competitiveness of electric vehicles improves.

Our new flagship depot in London, Orbital West, will use a mixture of Electric HGVs and HGVs powered by HVO. This will ensure sustainable deliveries in the heart of the country. Our planned rollout of Electric HGVs and HVO-powered HGVs will continue into FY25.

ESG Pillar 1
see page 60

Key Performance Indicators

We have financial and non-financial metrics to measure our performance.

Financial KPIs

Strategic Priority	KPI	Definition (see also financial definitions on pages 272 and 273)	FY2024 Performance		FY2024 Focus	Links to other Disclosures
To enhance earnings growth	Operating profit	Operating profit/(loss) (before exceptional items)	FY2021	(€59.6m)*	To deliver market leading customer service through our distribution platforms; revenue enhancement through pricing actions and cost control.	CFO Review page 53
			FY2022	€47.9m		
			FY2023	€82.6m**		
			FY2024	€60.0m		
	Operating margin	Operating profit/(loss) (before exceptional items), as a percentage of net revenue	FY2021	(8.1%)*		
			FY2022	3.3%		
			FY2023	4.9%**		
			FY2024	3.6%		
	Adjusted diluted earnings per share	Attributable earnings before exceptional items divided by the average number of shares in issue as adjusted for the dilutive impact of equity share awards	FY2021	(21.1c)***		CFO Review page 54
			FY2022	7.5c		
			FY2023	13.1c**		
			FY2024	8.1c		
	Basic earnings per share	Attributable earnings divided by the average number of shares in issue	FY2021	(31.1c)***		CFO Review page 54
			FY2022	9.9c		
			FY2023	10.3c**		
			FY2024	(29.0)c		
To generate strong cash flows	Free Cash Flow	Free Cash Flow is a non-GAAP measure that comprises cash flow from operating activities net of capital investment cash outflows which form part of investing activities (before exceptional items)	FY2021	(€91.2m)*	To generate improved operating cash flows	CFO Review page 55
			FY2022	€28.4m		
			FY2023	€75.8m**		
			FY2024	€85.6m		
	Free Cash Flow Conversion Ratio	The conversion ratio is the ratio of free cash flow as a percentage of Adjusted EBITDA	FY2021	NM*		
			FY2022	35.6%		
			FY2023	65.3%**		
			FY2024	91.4%		
To ensure the appropriate level of financial gearing and profits to service debt	Net debt: Adjusted EBITDA	The ratio of net debt (net debt comprises borrowings (net of issue costs) less cash plus lease liabilities) to Adjusted EBITDA	FY2021	NM*	Within medium-term target of 1.5x to 2.0x Net Debt/adjusted EBITDA	CFO Review page 53
			FY2022	3.4x		
			FY2023	1.3x		
			FY2024	1.8x		

Strategic Priority	KPI	Definition (see also financial definitions on pages 272 and 273)	FY2024 Performance		FY2024 Focus	Links to other Disclosures
To ensure the appropriate level of liquidity	Liquidity	Liquidity comprises cash on hand plus headroom available in the Group's revolving credit facility)	FY2021	€314.6m	Ensure sufficient liquidity to meet the on-going requirements of the business and execute its strategy	CFO Review page 53
			FY2022	€438.7m		
			FY2023	€470.3m		
			FY2024	€390.1m		
To ensure the appropriate level of financial gearing	Net debt	Net debt (net debt comprises borrowings (net of issue costs) less cash plus lease liabilities	FY2021	€362.3m		CFO Review page 53
			FY2022	€191.3m		
			FY2023	€155.5m**		
			FY2024	€168.0m		
To deliver sustainable Shareholder returns	Progressive dividend/ return to Shareholders	Total dividend per share paid and proposed in respect of the financial year in question	FY2021	-	The Group will continue to seek to enhance Shareholder returns	
			FY2022	-		
			FY2023	3.79c		
			FY2024	5.86c		
	Dividend Payout Ratio	Dividend cover is Dividend/ Adjusted diluted EPS	FY2021	-		
			FY2022	-		
			FY2023	28.3%		
			FY2024	72.3%		

Non Financial KPI's

Strategic Priority	KPI	Definition	FY2024 Performance		FY2024 Focus	Links to other Disclosures
To achieve the highest standards of environmental management	Reduction in CO_2 emissions	Tonnes of CO_2 emissions****	FY2021	26,865t	To achieve best practice across the Group, including acquired businesses	Sustainability Report page 66
			FY2022	24,196t		
			FY2023	22,578t		
			FY2024	20,425t		
	Waste recycling	Tonnes of waste sent to landfill	FY2021	0t	To achieve best practice across the Group, including acquired businesses	Sustainability Report page 72
			FY2022	0t		
			FY2023	0t		
			FY2024	0t		
To ensure safe and healthy working conditions	Lost Time Injury Frequency Rate.	Number of lost time injuries x 200,000 / Number of hours worked	FY2021	-	To achieve best practice across the Group	Sustainability Report page 77
			FY2022	-		
			FY2023	-		
			FY2024	3.69		
	Reportable Injury Frequency Rate	Number of reportable injuries x 200,000 / Number of hours worked	FY2021	-	To achieve best practice across the Group	
			FY2022	-		
			FY2023	-		
			FY2024	1.83		

* COVID-19 had a material impact on KPIs in FY2021.

** FY2023 Operating profit has been restated to rectify the incorrect application of Group Accounting Policies and errors of judgement as outlined in Note 31 to the Group's financial statements on page 260.

*** During FY2022, the Group completed a Rights Issue at a discounted price of £1.86. As the rights price was issued at a discount, this was equivalent to a bonus issue of shares combined with a full market price. As such, IAS 33 *Earnings Per Share* required an adjustment to the number of shares outstanding before the Rights Issue to reflect the bonus element inherent in it and also for this to be included in the EPS calculation for the FY2021 period presented so as to provide a comparable result.

**** Market based scope 1 and 2 emissions as stated in annual Carbon Disclosure Project return.

***** C&C Group has adopted the GRI standard for FY2024 Occupational Health and safety reporting (above) across all business areas including manufacturing, logistics and support functions. Historical data is not available using this methodology

Management of Risks and Uncertainties

The Board has overall responsibility for the Group's system of internal control, for reviewing its effectiveness and for confirming that there is a process for identifying, evaluating and managing the principal risks affecting the achievement of the Group's strategic objectives.

The Group has established a risk management process to ensure effective and timely identification, reporting and management of risk events that could materially impact the achievement of the Group's strategic objectives and financial targets. This involves the Board considering the following:

- the nature and extent of the principal risks facing the Group;
- the likelihood of these risks occurring;
- the impact on the Group should these risks occur; and
- the actions being taken to manage these risks to the desired level.

The Audit Committee oversees the effectiveness of the risk management procedures in place and the steps being taken to mitigate the Group's risks.

Internal Controls and Risk Management

The key features of the Group's system of internal control and risk management include:

- review, discussion and approval of the Group's strategy by the Board;
- clearly defined organisational structures, authority limits and authorisation process for the operational and financial management of the Group and its businesses;
- corporate policies for financial reporting, treasury and financial risk management, information technology and security, project appraisal and corporate governance;
- review and approval by the Board of annual budgets and brand plans for all business units, identifying key risks and opportunities;
- monitoring of performance against budgets on a weekly basis and reporting thereon to the Board on a periodic basis;
- an internal audit function which reviews key business processes and controls; and
- review by senior management and the Audit Committee of internal audit findings, recommendations and follow up actions.

The preparation and issue of financial reports, including consolidated annual financial statements is managed by the Group Finance function, led by the CFO, with oversight from the Audit Committee. The key features of the Group's internal control procedures with regard to the preparation of consolidated financial statements are as follows:

- the review of each operating division's period end reporting package by the Group Finance function;
- the review of each operating division's quarterly financial reporting package by the Group Finance function;
- the challenge and review of the financial results of each operating division with the management of that division by the Chief Financial Officer;
- the review of any internal control weaknesses highlighted by the external auditor, the CFO, Head of Internal Audit, Company Secretary and Group General Counsel and the Audit Committee; and
- the follow up of any critical weaknesses by internal audit to ensure issues highlighted to the Executive Committee and Audit Committee are addressed.

The Directors confirm that, in addition to the monitoring carried out by the Audit Committee under its terms of reference, they have reviewed the effectiveness of the Group's risk management and internal control systems up to and including the date of approval of the FY2024 financial statements. This review had regard to all material controls, including financial, operational and compliance controls that could affect the Group's business. The review included the extensive internal and independent external investigative work which was conducted post year end following the notification of accounting discrepancies to the Audit Committee and the External Auditors. Further details relating to the underlying issues and the consequent actions and improvements to the controls and governance frameworks that have been, and are being taken, to ensure that there is no repetition of these issues are set out in the Audit Committee Report on pages 114 to 122. The Directors considered the outcome of this review and continue to monitor the implementation of the proposed changes to internal reporting processes, risk management and monitoring frameworks to ensure the Group's internal controls are operating effectively.

Identifying and Monitoring Principal and Emerging risks

A process for identifying, evaluating and managing significant risks faced by the Group, in accordance with the UK Corporate Governance Code 2018 and the FRC Guidance on Risk Management, Internal Control and Related Financial and Business Reporting 2014, has been in place for the entire period and up to the date the financial statements were approved. These risks are reviewed by the Audit Committee and the Board, who will consider any emerging risks (internal and external) for inclusion in the Group Risk Register.

The risks facing the Group are reviewed and challenged regularly by the Audit Committee and the executive management team. Each of the Group's principal risks is assigned an executive owner who, with the assistance of the risk committee for that specific risk, is responsible for ensuring mitigating actions are sufficient to bring risks to within the agreed risk appetite. The risk management governance framework ensures that these mitigations and internal controls are embedded and operate effectively throughout the organisation.

The annual Board and Audit Committee agendas include a series of updates from executive risk owners in relation to the Group's principal risks. These updates

include a history of the risk to date, key mitigating actions and controls, an outline of the residual risk and any future actions planned to address control weaknesses.

The Audit Committee also receives regular updates on risk management and internal control effectiveness from the Head of Internal Audit along with agreed mitigating actions to resolve any weaknesses identified.

Changes to the Principal Risks

Although there have been no new principal risks added, we have considered the impact of the investigation on the overall FY2024 risk assessment process. This resulted in a review of risk definitions and financial impact measurement and subsequent changes to a number of risks, namely:

- **Compliance with Laws, Regulations and Taxation** where the impact was moved from moderate to significant to reflect increased compliance requirements and the addition of taxation;
- **Change in Customer Dynamics and Group Performance** where the impact was reduced to significant from intolerable; and
- **Business Integration and Change Management** where the risk descriptor was updated to remove growth as a risk and the impact reduced to significant from intolerable.

Emerging Risks

As part of our overall risk assessment process and in line with the UK Corporate Governance Code 2018 (the 'Code'), the Group captures and monitors areas of uncertainty which, while not having a significant impact on the business currently, have the potential to adversely impact the Group in the future. These are considered to be emerging risks.

Following the FY2024 risk assessment no new emerging risks were identified.

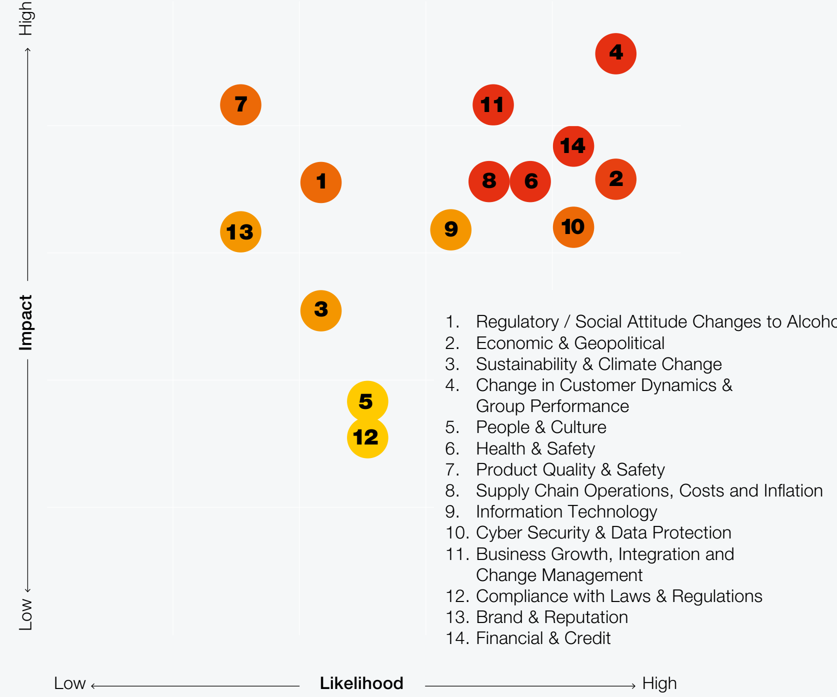
The monitoring of existing and identification of new emerging risks are an ongoing focus for the Group.

Risk Appetite

The FRC Guidance on Risk Management, Internal Control and Related Financial and Business Reporting requires companies to determine their risk appetite. This is the amount of risk that the Group is willing to accept to achieve its strategic and operational objectives. Risk appetite promotes consistent, "risk-informed" decision-making aligned with strategic aims, and it also supports robust corporate governance by setting clear risk-taking boundaries.

For each of the principal risks, the Group's risk appetite has been considered when determining the nature and extent of the key control mechanisms in place and the level of assurance required. The Board and the Audit Committee receive regular reports from key functions such as health and safety, finance, legal, IT, internal audit, HR and ESG. Where the level of assurance obtained is not considered to adequately reflect the stated risk appetite, then increased assurance activity is introduced.

Principal Risk Matrix



Management of Risks and Uncertainties
(continued)

Principal Risks and Uncertainties

During the year, the Audit Committee and the Board carried out a robust assessment of the principal risks facing the Group, including those that would threaten its business model, future performance, solvency or liquidity. The principal risks and uncertainties set out on pages 34 to 40 represent the principal uncertainties that the Board believes may impact the Group's ability to effectively deliver its strategy and future performance. The list does not include all risks that the Group faces and it does not list the risks in any order of priority. These principal risks are incorporated into the modelling activity performed to assess the ability of the Group to continue in operation and meet its liabilities as they fall due for the purposes of the viability statement on page 41.

Risk and Uncertainties

Impact	Mitigation	Risk Trend
Regulatory and Social Attitude Changes to Alcohol		■
The Group may be adversely affected by changes in government regulations affecting alcohol pricing (including duty), sponsorship or advertising, particularly as health wellbeing becomes a greater focus of society and governments post pandemic.	The Group is actively involved with key trade bodies in UK and Ireland. We are members of Drinkaware in UK and Ireland and also comply with all alcohol marketing regulations and codes including Portman Group guidance. Within the context of supporting responsible drinking initiatives, the Group supports the work of its trade associations to present the industry's case to government. C&C also adheres to the responsible promotion of alcohol and all legislation, and the self- and co-regulatory codes in the UK and Ireland (Portman, CAP/BPAC and CopyClear). The Group has developed low and zero alcohol variants for its core brands, alongside reducing the alcohol by volume ('ABV') of certain brands in order to meet changing consumer trends around health and moderation and possible duty increases.	
Economic and Geopolitical Events		■
Our business, financial results and operations may be adversely affected by economic or geopolitical instability and/or uncertainty, such as the continuing conflict and humanitarian crisis in Ukraine. The Group's performance is also impacted by potential recessions, inflation, exchange rates, taxation rates and social unrest.	The Board and management will continue to consider the impact on the Group's businesses, monitor developments and engage with the UK, Irish and Scottish governments to help ensure a manageable outcome for our businesses. Group businesses are active members in respected industry trade bodies in the UK and Ireland including being a steering committee member of the UK all-party Parliamentary Beer Group. On an ongoing basis, the Group seeks, where appropriate, to mitigate currency risk through hedging and structured financial contracts and take appropriate action to help mitigate the consequences of any decline in demand within its markets. We have implemented action plans to protect the profitability and liquidity of the Group and mitigate a significant proportion of our cost base. We continue to review our cost base for additional savings. We remain vigilant to changes in local jurisdictions and retain the flexibility to take appropriate mitigating action as necessary.	

Risk Movement New | No change | Increasing | Decreased

Impact	Mitigation	Risk Trend

Sustainability and Climate Change

Risk Trend: No change

Impact

The Group recognises the significant environmental challenges the world faces due to a changing climate and the implications that this can have for our business and supply chains.

Physical climate impacts and related policy and/or market changes may disrupt our operations or impact demand for our products.

Failure to implement policies and meet required sustainability and ethical standards and social perceptions could significantly impact C&C's reputation as well as potentially impact future growth.

As a UK premium listed company, C&C Group is required to disclose its second mandatory Task Force on Climate-related Financial Disclosure ('TCFD') report in its Annual Report & Accounts ('ARA') for the year ended 29 February 2024.

One of the requirements of the TCFD framework is to assess the resilience of an organisations' strategy, taking into consideration different climate-related scenarios. To achieve this, and to appropriately incorporate the potential effects of climate change into planning processes and business strategy, C&C needs to consider how climate risks and opportunities may evolve and the potential business implications under different conditions.

Aligned with the TCFD guidance, a range of three scenarios, 1.5°C, 2.5°C and 4°C, have been selected for quantitative scenario analysis of:

- **Physical Risk:** The reduction of water available for production due to water scarcity.
- **Physical Risk:** The production and distribution disrupted at key facilities by flood events.
- **Physical Risk:** Disruption to the supply chain & distribution network due to extreme weather.
- **Physical Risk:** Effects on ingredient production due to chronic climate change on hops, barley, wine grapes, sugar and apples.
- **Transition Risk:** Increased costs from Climate Change Levy / Carbon Tax on C&C emissions.
- **Opportunity:** Increased market opportunity from consumer preference transitions to low-carbon products.

Mitigation

The Group has established a strong governance model which includes both a Board level and a new management level ESG Committee responsible for the delivery of our ESG strategy and programmes. This ESG Management Committee ('ESGMC') is composed of executives and various levels of management from functions across the Group and will be responsible for sustainability & climate risk and opportunities. The ESGMC will report to the ESG Board Committee and Group Executive Committee.

An impact materiality assessment exercise, in line with the Global Reporting Initiative, was completed during the year to ensure that the Group's ESG priorities remain aligned with the views of our key stakeholders. In 2024, we will perform a comprehensive double materiality assessment, complying with our reporting obligations under the Corporate Sustainability Reporting Directive ('CSRD'). The assessment will consider both our material impacts on our stakeholders and also material sustainability related risks and opportunities for C&C.

The Group has pledged to be a carbon-neutral business by 2050 at the latest. We set our emissions reduction targets which are grounded in climate science and validated by the Science Based Targets initiative ('SBTi') in January 2023. We are committed to reduce our absolute Scope 1 and Scope 2 greenhouse gas emissions by 35% by 2030 (versus a FY2020 base year). To achieve our target of reducing our Scope 3 emissions by 25% by 2030 (versus a FY2020 base year), we have also committed that suppliers and customers making up 67% of our Scope 3 emissions, will have science-based targets in place by 2026.

Sustainability and climate related metrics were included as part of the Long-Term Incentive Plan ('LTIP') for Executive Directors in FY2022, FY2023 and FY2024.

Our Clonmel and Bristol sites continue to be ISO 14001 accredited for an effective environmental management system.

The Group has established an Ethical and Sustainable Procurement Steering Committee to ensure that suppliers adopt a strong approach to corporate social responsibility. Suppliers are reviewed and assessed both on an ongoing basis and as part of new tenders to ensure they adhere to C&C's Code of Conduct and Modern Slavery Statement and that sustainability and ethical practices are a fundamental part of their operations.

Management of Risks and Uncertainties
(continued)

Impact	Mitigation	Risk Trend
Changes in Customer Dynamics and Group Performance		▲
Consumer preference may change, new competing brands may be launched, and competitors may increase their marketing or change their pricing policies. Failure to respond to competition and/or changes in customer preferences could have an adverse impact on sales, profits and cash flow within the Group. In the post pandemic environment there is a smaller on-trade universe and possible reduced value pool for the on-trade. The rapid increase in interest rates to counter inflation may adversely affect customer behaviour and reduce profitability. A UK wide deposit return scheme ('DRS') is now due for introduction in October 2027 with Extended Producer Responsibility fees planned for 2025.	Through diversification, innovation and strategic partnerships, we are developing our product portfolio to enhance our offering of niche and premium products to satisfy changing consumer requirements including the production of low alcohol and non-alcoholic variants of our brands. The Group has a programme of brand investment, innovation and product diversification to maintain and enhance the relevance of its products in the market. Brand health surveys, which provide an understanding of consumer and customer perception of our brands, are used to inform and enhance our market offerings. Contracts may be renegotiated. We continue to focus on retention and new sales opportunities as customers move to more resilient and "best in class" operations. The Group has established a cross-functional working group to engage with industry and all stakeholders to plan effectively for the implementation of new Extended Producer Responsibility ('EPR') fees in 2025 and DRS, now planned for October 2027. We continue to work with our trade bodies and other stakeholders to flag to all UK Governments that, to avoid cost and complexity and have best chance of meeting recycling targets, there must be one fully interoperable DRS introduced across the UK at the same time.	
People and Culture		
The Group's ability to attract, develop, engage and retain a diverse, talented and capable workforce is critical if the Group is to continue to compete and grow effectively. Failure to continue to evolve our culture, diversity and inclusion could impact our reputation and delivery of our strategy.	The Group seeks to mitigate this risk through employment policies and procedures, as well as ongoing enhancements of pay and conditions, including benchmarking remuneration packages to ensure market competitiveness, broadening the scope of variable elements of remuneration and the development of retention and succession plans for critical roles. The Group's approach to talent management and executive succession planning is regularly reviewed by the Group Executive Committee and is overseen by the ESG Committee, Nomination Committee and the Board. The Board and the Executive team have a vital role in shaping and embedding a healthy corporate culture, which continues to be a focus. Culture is monitored and assessed by the ESG Committee and the Board. A key focus of the Group's sustainability agenda is to build a purpose led, culturally diverse, engaged and inclusive workforce, where our people can be at their best, contribute to the Group's success and realise their career ambitions. Progress is monitored through KPIs and a six-monthly Group wide employee engagement survey. Our Employee Representative Groups ('ERGs') remain key in evolving our culture, with each group having an Executive sponsor. Our Diversity, Equity and Inclusivity group continues to champion greater diversity throughout the Group. In FY2025, we will conduct a review of our ERGs as part of the new two-year DE&I Plan and feedback from our employee engagement survey.	

Risk Movement New | No change | Increasing | Decreased

Impact	Mitigation	Risk Trend
Health and Safety		No change
A health and safety related incident could result in serious injury to the Group's employees, contractors, customers and visitors, which could adversely affect our operations and result in criminal prosecution, civil litigation and damage to the reputation of the Group and its brands. .	The Group has a Health, Safety and Environmental ('HSE') team who work closely with management to ensure that the Group complies with all health, safety and environmental laws and regulations with ongoing monitoring, reporting and training. The Group has established protocols and procedures for incident management and product recall and mitigates the financial impact by appropriate insurance cover. Management meetings throughout the Group feature a health and safety update as one of their first substantive agenda items. The Group has policies, procedures and standards in place to ensure compliance with legal obligations and industry standards. Our support for mental health and wellbeing has further increased this year, with a significant further expansion of our Mental Health First Aider population and investment in a range of resources in addition to the adoption and approval by the Board of a Mental Health First Aider Policy in FY2024. C&C Group will provide MHFA refresher training in 2024 for those who feel they would benefit.	
Product Quality and Safety		No change
The quality and safety of our products is of critical importance and any failure in this regard could result in a recall of the Group's products, damage to brand image and civil or criminal liability.	The Group has implemented quality control and technical guidelines which are adhered to across all sites. Group Technical continually monitor quality standards and compliance with technical guidelines. The Group also has quality agreements with all raw material suppliers, setting out our minimum acceptable standards. Any supplies which do not meet the defined standards are rejected and returned. The Group has enacted specific business continuity plans and a range of measures to protect the business in line with the advice of governments and local health authorities to ensure the safe production and distribution of the Group's products. Our Clonmel and Bristol sites continue to be ISO14001 accredited for an effective environmental management system. Our Clonmel and Wellpark manufacturing sites have the highest standard of BRC accreditation of AA+ achieved in February 2024 and March 2023 respectively.	
Supply Chain Operations, Operations and Costs		No change
Circumstances such as the prolonged loss of a production or storage facility, disruptions to supply chains or critical IT systems and reduced supply of raw materials may interrupt the supply of the Group's products, adversely impacting results and reputation. An increased number of disruptive events have posed the risk of an interruption to the supply of raw materials or to the effective operation of the Group's manufacturing facilities. Also, there is a risk of increased input costs due to poor harvests and price of inputs. The continuing conflict in Ukraine has contributed to heightened uncertainty and inflationary pressures.	The Group seeks to mitigate the operational impact of such events through business continuity plans, which are tested regularly to ensure that interruptions to the business are prevented or minimised and that data is protected from unauthorised access, contingency planning, including involving the utilisation of third-party sites and the adoption of fire safety standards and disaster recovery protocols. The Group seeks to mitigate the financial impact of such an event through business interruption and other insurance covers. Enhancement of business continuity planning launched to enhance the visibility of our key dependencies, our key threats and solution design. The Group works closely with its suppliers to protect the integrity and consistency of supply of raw materials. The Group seeks to minimise input risks through long-term or fixed price supply agreements. The Group continues to assess inflationary and other supply chain pressures and impacts on product pricing and will continue to work with our suppliers to identify opportunities to improve supply chain resilience and to selectively pre-purchase products in order to ensure continuity of supply. The Group does not seek to hedge its exposure to commodity prices by entering into derivative financial instruments.	

Management of Risks and Uncertainties (continued)

Impact	Mitigation	Risk Trend
Information Technology		■
The Group relies on robust IT systems and supporting infrastructure to manufacture and trade effectively. Any significant disruption or failure of key systems could result in business disruption and revenue loss, accident or misappropriation of confidential information. Failure to properly manage existing systems, or the implementation of new IT systems may result in increased costs and/or lost revenue, and reputational damage.	Monitoring and alerting of availability of critical technologies and their inter-dependencies. IT change management process is embedded to assess risk of all changes to technology including changes made by third-party providers. Critical IT Technologies are either cloud-hosted, hosted across two data centres or at third-party provider locations with necessary fall over protocols and security perimeters in place. Incident management teams are in place 24/7 to manage low level IT incidents. If there is a major incident or an escalation of an incident that has a wider impact on other parts of the business and stakeholders, then it can be escalated into the IT major incident management team to respond rapidly, with defined escalation and communication with the crisis management framework, via the network duty manager.	
Cyber Security and Data Protection		■
Failure or compromise of our IT infrastructure or key IT systems may result in theft, loss of information, inability to operate effectively, financial or regulatory penalties, loss of financial control and a negative impact on our reputation. Failure to comply with legal or regulatory requirements relating to data security (including cyber security) or data privacy in the course of our business activities, may result in reputational damage, fines or other adverse consequences, including criminal penalties and consequential litigation, adverse impact on our financial results or unfavourable effects on our ability to do business. There is a constant threat of significant and sophisticated cyber-attacks including phishing, ransom ware, malware and social engineering. Using personal data in a non-compliant manner (whether deliberately or inadvertently) may exacerbate the impact of security incidents. Geopolitical uncertainty has increased the probability of state sponsored attacks.	The Group undertakes a regular security assurance programme, testing controls, identifying weaknesses and prioritising remediation activities where necessary. This includes periodic best practice specialist security testing by a leading third-party provider and regular system scanning to identify security weaknesses. Issues are assessed for risk and are comprehensively managed as part of the Group's risk management programme. The Board and Audit Committee is presented with regular detailed Information Security Reports by the Group Head of IT, which includes recommendations for further reinforcements, and a roadmap for further risk reduction. As a demonstration of our commitment to tackling cyber security we are currently pursuing Cyber Essentials Plus accreditation from the National Cyber Security Centre. A data and cyber risk governance structure exists including an IT and data protection risk committee to regularly review the data and cyber risk landscape and determine required action to take place to manage risk effectively. Cyber security is a major focus area for the Board and Audit Committee who receive regular updates from the Group Transformation and Technology Director. A specialist external IT security team undertake a 24/7 security monitoring service, a vulnerability management programme, a software review process, supply chain partner audits, a data loss prevention programme and identity governance controls amongst other initiatives including asset management, a comprehensive patching schedule and consolidation of our IT Infrastructure. During FY2024 we continued our ongoing programme of investment in cyber security controls which included Endpoint Detect and Respond, Cloud Access Security Broker, Domain based Message authentication, Reporting and Conformance, email authentication and enhanced data loss prevention controls. Business continuity, disaster recovery and crisis management plans are in place and tested on a regular basis. We continue to prioritise several initiatives to further minimise the risk profile, including employees receiving regular online cyber security training and ongoing awareness is promoted through monthly phishing training and other initiatives to keep employees abreast of new and emerging threats. Policies are in place regarding the protection of both business and personal information, with support from the Group Data Protection Officer.	

Risk Movement New | No change | Increasing | Decreased

Impact | Mitigation | Risk Trend

Business Integration and Change Management

Impact

Successful digital transformation and optimisation of the business is reliant on robust change management processes and confidence in our underlying data.

The breadth and pace of change can present strategic and operational challenges. Business integration and change that are not managed effectively could result in unrealised synergies, poor project governance, poor project delivery, increased staff turnover, erosion of value and failure to deliver growth.

Data quality and integrity issues could negatively impact digital transformation strategies, result in poor decision making, inaccurate analytics and reporting, and poor outcomes for customers, consumers and suppliers.

Mitigation

Significant projects and acquisitions have formal leadership and project management teams to deliver integration.

Regular Group communications ensure effective information, engagement and feedback flow to support cultural change.

The Executive Management team oversees change management and integration risks through regular people, planning and products meetings.

Compliance with Laws, Regulations and Taxes

Impact

The Group operates in an environment governed by strict and extensive regulations to ensure the safety and protection of customers, Shareholders, employees and other stakeholders. These laws and regulations include hygiene, health and safety, the rules of the London Stock Exchange and competition law. Changing laws and regulation may impact our ability to market or sell certain products or could cause the Group to incur additional costs or liabilities that could adversely affect its business. Moreover, breach of our internal global policies and standards could result in severe damage to our corporate reputation and/or significant financial penalty.

Changes to the global tax environment is resulting in significant changes to the UK and Ireland tax regimes. Such changes will require a new way of compiling tax charges.

Mitigation

The Company Secretary and Group General Counsel is a member of the Group Executive Committee and is supported by appropriately skilled in-house legal, data protection and company secretarial resource, with further support provided by external lawyers and advisors.

Changes in laws and regulations are monitored, with policies and procedures being updated as required to ensure compliance with regulations and legislation, providing updated documentation, training and communication across the Group.

The Group's Code of Conduct and supporting policies, clearly define the standards and expectations for all employees and third parties.

A mandatory online employee compliance programme is in place to embed employees' understanding of key compliance risks.

The Group's Vault whistleblowing service, managed and facilitated by an independent third-party, is available to all employees to raise concerns regarding suspected wrongdoings or unethical behaviours. All calls are followed up and investigated fully with all findings reported to the Board.

The Group maintains appropriate internal controls and procedures to guard against economic crime and imposes appropriate monitoring and controls on subsidiary management.

Brand Reputation

Impact

The Group faces considerable risk if we are unable to uphold high levels of consumer awareness service, retain and attract key associates and sponsorships for our brands, or if we have inadequate marketing investment to support our brands.

Maintaining and enhancing brand image and reputation through the creation of strong brand identities is crucial for sustaining and driving revenue and profit growth.

Capability in digital marketing means there is a risk of losing voice and ultimately brand awareness/advocacy with target consumers and trade customers.

The introduction of DRS in Ireland on 1 February 2024 presents a reputational risk if not implemented correctly.

Mitigation

To mitigate this risk, C&C has defined values and goals for all our brands. These form the foundation of our product and brand communication strategies.

Central to all our brand image initiatives is ensuring clear and consistent messaging to our targeted consumer audience.

Executive Management, Group Legal and internal and external PR consultants work together to ensure that all sponsorship and affiliations are appropriate and protect the position of our brands.

The Group is monitoring the impact of the rapidly changing trading environment on the Group's brands and will make necessary investment decisions to protect the Group's brand health scores and reputation.

On-Time-in-Full rates are tracked weekly as a measure of customer service in our distribution business.

Management of Risks and Uncertainties (continued)

Impact	Mitigation	Risk Trend
Financial and Credit		■
The Group is subject to a number of financial and credit risks such as adverse exchange and interest rate fluctuations, availability of supplier credit, credit management of customers and possible increase to pension funds deficits and cash contributions. Government and Central Bank policy can also adversely impact Group results and re-financing. Economic instability may increase the risk of bad debts. Non-conformities of accounting and financial controls could impair the accuracy of the data used for internal reporting, decision-making and external communication.	The Group seeks to mitigate currency risks, where appropriate, through hedging and structured financial contracts to hedge a portion of its foreign currency transaction exposure. It has not entered into structured financial contracts to hedge its translation exposure on its foreign acquisitions. The Group manages pension risk through continuous monitoring, taking professional advice on the optimisation of asset returns within agreed acceptable risk tolerances and implementing liability-management initiatives. A range of credit management controls are in place which are regularly monitored by management to minimise the risk and exposure. Credit limits are regularly reviewed in response to changing market conditions. A range of key internal financial controls, such as segregation of duties, authorisations and detailed reviews are in place with regular monitoring by management to ensure the accuracy of the data for reporting purposes.	

Assessment of the Group's Prospects

Going Concern

In adopting the going concern basis for preparing these financial statements, the Directors have considered the Group's business activities, together with factors likely to affect its future development and performance, as well as the Group's principal risks and uncertainties.

The Directors assessed the Group's cash flow forecasts for the period ending 31 August 2025 (the going concern "assessment period"). The cash flows included various stress testing scenarios. These scenarios stress volume and working capital outflows to reflect the potential impact, to varying degrees, of a deepening recessionary environment including the impact of further inflation and interest rate increases on customer and consumer spending. The Group is satisfied that there is sufficient headroom in the financial covenants under current facilities under each scenario.

The Group's scenarios assume:

- A base case projection using internally approved forecast and strategic plans, which reflect the external economic environment;
- A downside and a severe downside scenario which assesses the potential impact on volume and working capital of a continuing recessionary environment including the impact of further inflation and interest rate increases on customer and consumer spending.

Overall conclusion

Having considered these scenarios, the Group's banking facilities, the ongoing inflationary pressures within the macro economy and the funding requirements of the Group, the Directors are confident that headroom under our banking facilities remains adequate, future covenant tests can be met, and there is a reasonable expectation that the business can meet its liabilities as they fall due for a period of greater than 12 months (being an assessment period of 14 months) from the date of approval of the Group Financial Statements. For these reasons the Directors continue to adopt the going concern basis of accounting in preparing the Group's financial statements and no material uncertainty has been identified.

Viability Statement

In accordance with provision 31 of the UK Corporate Governance Code, the Directors set out how they have assessed the Group's prospects, the period covered by the assessment and the Group's formal viability statement.

The Directors have assessed the prospects of the Group by considering the Group's current financial position, its recent and historic financial performance and forecasts, its business model and strategy, the Board's risk appetite and the Group's Principal Risks and Uncertainties as set out above and how these are identified, managed and mitigated. Based on this assessment, which includes a robust assessment of the potential impact that these risks would have on the Group's business model, future performance, solvency and liquidity, the Directors have a reasonable expectation that the Group will be able to continue in operation and meet its liabilities as they fall due over the three-year period to February 2027.

Group's strategic planning process

The Board considers annually a three-year, bottom-up strategic plan and a more detailed budget which is prepared for the following year. Current-year business performance is reforecast during the year. The most recent financial plan was approved by the Board in March 2024. The plan is reviewed and approved by the Board, with involvement from the CEO, CFO and the management team. Part of the Board's role is to consider the appropriateness of key assumptions, considering the external environment, business strategy and model.

Period of Assessment

The Directors have reviewed the period used for the assessment and determined that the three-year period to February 2027 is and remains an appropriate period over which to provide its viability statement. This period has been considered for the following reasons:

- The business model can be evolved for significant changes in market structure or government policy over the three-year period;
- For major investment projects three years is considered by the Board to be a reasonable time horizon for an assessment of the outcome;
- The Group's strategic planning horizon covers a three-year period; and
- The Directors believe that this presents the Board and readers of the Annual Report with a reasonable degree of confidence over this longer-term outlook.

Viability Assessment

The Directors' assessment of the Group's viability has been made with reference to FY2024 performance and the budget for FY2025.

The Board reviewed the assessment of the Group's prospects made by management, including:

- The development of a rigorous planning process, the outputs of which are comprised of a strategic plan, a consolidated financial forecast for the current year and financial projections for future years covering the period of the plan;
- A comprehensive review of the strategic plan as part of its annual strategy review, with regular monitoring of the achievement of strategic objectives taking place at each Board meeting;
- Assumptions are built at both Group and business unit levels and are subject to detailed examination, challenge and sensitivity analysis by management and the Directors;
- A consideration of how the impact of one or more of the Group's Principal Risks and Uncertainties, could materially impact the Group's performance, solvency or liquidity; and
- The impact of climate change on the Financial Statements. The strategic plan for the Group includes the best estimate of the impacts of climate change on financial performance as well as the corresponding investment in risk mitigations. An in-depth assessment of climate risk has been conducted in the past 12 months, with further analysis of the key risks to be conducted in the upcoming 12 months. See pages 42 to 52 for an overview of our work on TCFD.

These considerations include external factors such as the impacts of inflation including fuel and energy prices and their impact on the Group's manufacturing and distribution cost base, lower economic growth, particularly in our key areas of operation, unfavourable currency exchange rate movements, increased regulations and internal factors such as the strategic plan under-delivering, the loss of a key production site or a health and safety related event. These considerations also considered additional mitigating measures available to the Group, including reducing advertising and promotional spend or reducing capital expenditure and the potential availability of additional debt facilities. The Directors have considered only controllable mitigating actions and no action model would materially impact business delivery. As at 29 February 2024, the Group had total undrawn committed credit facilities of €230.0m which mature in January 2029 and €160.1m cash, net of overdrafts.

The Audit Committee reviews the output of the viability assessment in advance of final evaluation by the Board. Having reviewed these elements, current performance, forecasts, debt servicing requirements, total facilities and risks, the Board has a reasonable expectation that the Group has adequate resources to continue in operation, meet its liabilities as they fall due and retain sufficient available cash across the assessment period.

The Board therefore has a reasonable expectation that the Group will remain viable over the period of assessment.

Strategic Report Approval

The Strategic Report, outlined on pages 2 to 90, (including the assessment of the Group's prospects as set out above) incorporates the Highlights, the Business Profile and Key Performance Indicators, the Chair's Statement, the Chief Executive Officer's report, Chief Financial Officer's report, the Sustainability Report and the Management of Risks and Uncertainties section of this document.

This report was approved by the Board of Directors on 27 June 2024.

Mark Chilton
Company Secretary

Task Force for Climate Related Financial Disclosures (TCFD)

Response to Climate Change

This constitutes the Group's third disclosure utilising the TCFD Recommendations and Recommended Disclosures ("TCFD Recommendations"). Consideration of these recommendations supports the Group in factoring climate change into strategic decisions in a formalised and robust manner and supports our climate reporting and the development of our transition plan. We are committed to ensuring that we continue to improve our climate-related disclosures over the coming years.

In accordance with LR 9.8.6R(8), we are required to include a statement in this Annual Report and Financial Statements setting out whether the Group has included climate-related financial disclosures consistent with the TCFD Recommendations.

We have included climate-related financial disclosures in this Annual Report and Financial Statements consistent with the TCFD Recommendations, except for the following:

- Formally embedding climate-related risks and opportunities ('CROs') within our strategy and financial planning (Recommendations Strategy (b))
- Identifying and monitoring metrics and targets aligned to all the climate-related risks and opportunities that were identified as part of our scenario analysis (Recommendation Metrics & Targets (a) and (c)).

Governance

C&C's Board of Directors has the ultimate responsibility for overseeing the Group's climate-related risks and opportunities and for ensuring that climate change matters are considered when reviewing and guiding the Group's strategy, including undertaking major plans of action and capital expenditures. Moreover, climate change is also integrated into decisions regarding C&C's annual budgets, business plans and performance objectives (refer to the Strategy section below which discusses how we are using the results of our quantitative scenario analysis for financial planning, for example). Board members attend ESG Board Committee meetings and are therefore kept abreast of key climate developments, such as the Group's Transition Plan which is a standing agenda item.

Training

During FY2023, the Board received training on climate scenario analysis and the strategic considerations for C&C. A quantitative scenario analysis was carried out starting in Q4 of FY2023 and into Q1 of FY2024 (see strategy section on page 44) and the results were presented to the Board in March 2023 and the ESG Board Committee in May 2023.The Board will be undertaking training sessions in Q2 of FY2025 to increase our leadership's knowledge, understanding and awareness of sustainability-related issues (including climate). The training sessions will include sessions focusing on particular sustainability topics, as well as broader sessions which will focus on integrating material sustainability topics into Board decisions.

Additional training across relevant management functions and teams will be rolled out in Q2 of FY2025. These training sessions will focus on items such as target setting, action plans, data management and metrics, and the implementation and monitoring of the same to ensure performance is improving.

During FY2024, to support our Supply Chain Screening approach, CDP delivered training to C&C Procurement and Commercial functional colleagues, and key suppliers, as well as for relationship managers and buyers on how supply chain screening and collaborating with suppliers and customers can play a vital role in tackling environmental harm and achieving global climate goals.

Governance structure

The ESG Board Committee has delegated responsibility from C&C's Board of Directors over some elements of oversight of climate change. Please see pages 123-126 for the ESG Board Committee report which contains its responsibilities and matters considered during the year. The Chair of the ESG Board Committee is responsible for providing the Board of Directors with an update on all ESG matters, including climate change.

Recognising the importance of climate change and sustainability matters for the Group, all Board members participate in the ESG Board Committee meetings, such that the entire leadership is made aware of relevant ESG and climate-related matters, so that these can be further considered for wider strategic purposes and business decisions.

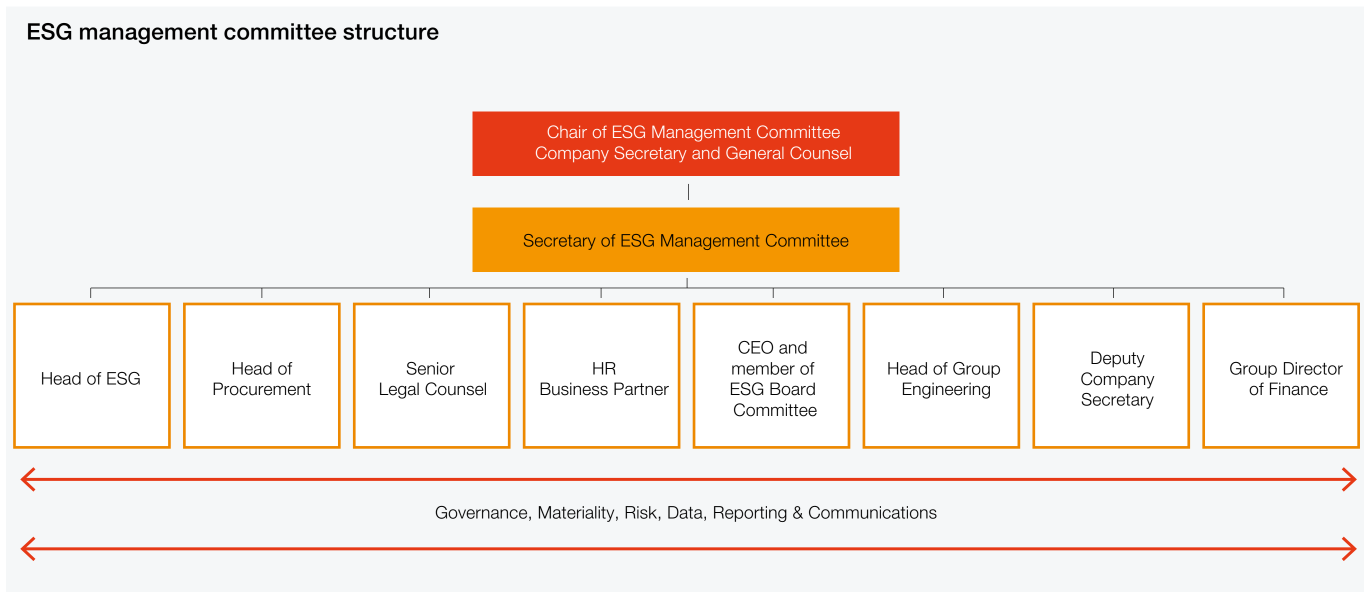
Furthermore, Group policy is to assign a Group Executive Committee owner for each principal risk on the Group Risk Register. Starting from FY2021, Sustainability and Climate Change has been identified as a principal risk for C&C, therefore climate risks are continuously reviewed and considered in Risk functions and at an executive level. Please see page 35 for more details about the Group's Risk Management. In response to the identification of Climate Change as a principal risk, a Risk Committee for Sustainability and Climate Change was set up to monitor and manage climate change, including reviewing, on an annual basis, the climate-risks and opportunities identified. During FY2024, the Risk Committee for Sustainability and Climate Change met once.

During FY2024 the Group re-assessed the governance structure over sustainability topics more broadly and established a new Management-level ESG Committee in March 2024. The Climate Committee previously in place will be subsumed by the new ESG Management Committee. The ESG Management Committee has been established to oversee and enhance the embedding of ESG at C&C. The ESG Management Committee is set to meet monthly and reports directly to the ESG Board Committee.

The roles and responsibilities of the ESG Management Committee are as follows:

- Take a Materiality approach to define and implement ESG policies and practices that align with the Company's overall strategy and industry best practices.
- Identify and assess ESG risks and opportunities, providing recommendations to mitigate risks and capitalise on opportunities.
- Monitor and report on the Company's ESG performance against established goals and benchmarks.
- Engage with stakeholders, including Shareholders, employees, customers, suppliers, and communities, to ensure a comprehensive understanding of ESG concerns and expectations.
- Regularly review and update the ESG policy framework in response to evolving regulatory stakeholder requirements.
- Establish and oversee initiatives aimed at reducing the environmental impact, promoting diversity and inclusion, and ensuring ethical business conduct.

ESG management committee structure



Task Force for Climate Related Financial Disclosures (continued)

Separate from this, C&C has an Ethical and Sustainable Procurement Committee which seeks to embed climate considerations, as well as other sustainability considerations into the Group's procurement practices. This Committee also meets monthly and reports to the ESG Board Committee.

The work of the management committees is supported by the ESG Working group. This is a core working group focused on initiating and overseeing projects related to ESG matters. Supporting the ESG working group are a core group of ESG Champions across the business. The responsibilities of the Champion role focuses on providing upward feedback on ESG initiatives to the ESG Management Committee. In FY2025, the role of the ESG Champions will be reviewed to ensure they continue to contribute effectively to C&C's sustainability agenda.

The Remuneration Report on pages 136-163 contains details on the ESG related metrics considered by the ESG Board Committee. In relation to climate change, these remain unchanged from FY2023 and include the following metrics:

Metric	Target	Relevant to
Carbon reduction for the Group	The Group has set a target to reduce its Scope 1 emissions and Scope 2 emissions[1] over the three financial years ending with FY2024 as follows: • Threshold - 6% reduction • Maximum - 12% reduction	Executive Directors

1. Scope 1: direct emissions from owned or controlled sources, which includes emissions from Group-owned or operated facilities and vehicles.
Scope 2: indirect emissions from the generation of purchased energy e.g., electricity, steam, heat, and cooling.

Strategy

The Group has pledged to be a carbon-neutral business by 2050. We have grounded our emissions reduction targets in climate science through the Science Based Targets initiative ('SBTi'), which were validated during FY2023.

Our Approach to Identifying Climate-related Risks and Opportunities

In FY2023, we collaborated with external consultants to support us in carrying out a quantitative scenario analysis on the climate-related risks and opportunities (CROs) previously identified, to further understand and to quantify the impact that climate-related risks and opportunities could have on the Group. This quantitative scenario analysis exercise was finalised in Q1 of FY2024. The ESG Board Committee reviewed the CROs, during FY2024, and determined that they are still relevant to the business, and that no further changes were required for FY2024.

These CROs were identified in FY2022 through workshop sessions involving external consultants and a range of key stakeholders within C&C and applied to the existing Risk Management framework (as described on page 35 of the annual report) to assess the impact and the likelihood associated with each CRO. The time horizons were reviewed to take into account the fact that climate change will manifest itself over a longer period of time. The time frames, which focus on when the identified CRO is likely to begin having a significant impact on the business' goals and objectives, were approved for use by the ESG Board Committee:

Time Frame	Description
Short-term	Present day to 2026
Medium-term	2026 to 2031
Long-term	2031 to 2050

During FY2024 we began to integrate the results of our quantitative scenario analysis into strategy and financial planning. For example, forecasted carbon taxes were utilised in the financial analysis of a proposed sustainability project that is part of our Transition Plan. Also, as part of wider strategic goals to decarbonise the Group's operations, in February 2024, C&C launched operations from our new and improved distribution depot in London, Orbital West which utilises twenty-six vehicles which have HVO as a primary fuel, solar panels and electric vehicle charging points.

Our Identified CROs

Please find below the CROs that are most relevant for the Group, which were determined based on the methodology described above.

Heatmap

	Minor	Moderate	Significant	Major	Intolerable*
Highly Likely*			3	2	1
Likely			4, 5		
Possible			6, 7		
Unlikely					
Remote					

Transition risk
1. Climate Change Levy / Carbon Tax

Physical Risk
2. Effects on ingredient production due to climate change
3. Water scarcity reduces availability of water for production
6. Floods disrupt production and distribution at Clonmel facility
7. Disruption to supply chain & distribution network due to extreme weather

Opportunity
4. Invest in low carbon intensity supply chains and distribution networks
5. Sustainable trends in consumer demand

*As defined in our Group Risk Register.

TCFD CRO Category	Time Horizon	Value Chain Impact and divisional impact	Description of impact prior to any mitigating activities being considered	Management of risks and opportunities	Link to relevant Metric(s) and Targets
1. Climate Change Levy / Carbon Tax					
Transition risk - policy & legal Transition risk - technology	Short term	Upstream, Production & distribution Branded Wholesale	The Group's primary production sites are in geographical locations either with a Carbon Tax (Ireland) or Carbon Levy (UK). These costs are due to increase substantially between now and 2030. Moreover, the increased pricing of GHG emissions means that The Group's operational costs will increase (e.g. heating).	The Group will reduce our carbon emissions in line with our SBTi target. The Group continues to explore avenues to invest in low carbon intensity supply chains and in cleaner technologies, for example, electric vehicles were introduced into the Group's fleet during FY2024.	Scope 1, Scope 2 and Scope 3 emission and emission reduction targets.
2. Effects on ingredient production due to climate change					
Physical risk – chronic	Long-term	Raw materials Branded Wholesale	Changes in precipitation patterns and extreme variability in weather patterns will adversely affect barley, maize, wheat, malt, apple and apple juice, and wine production therefore affecting The Group's supply chain and production capabilities.	The Group has assessed the climate related risk to each ingredient on an individual basis. The results will be incorporated into our supply chain strategy.	CDP Supplier Screening programme / Science Based Target Scope 3 Engagement Target.

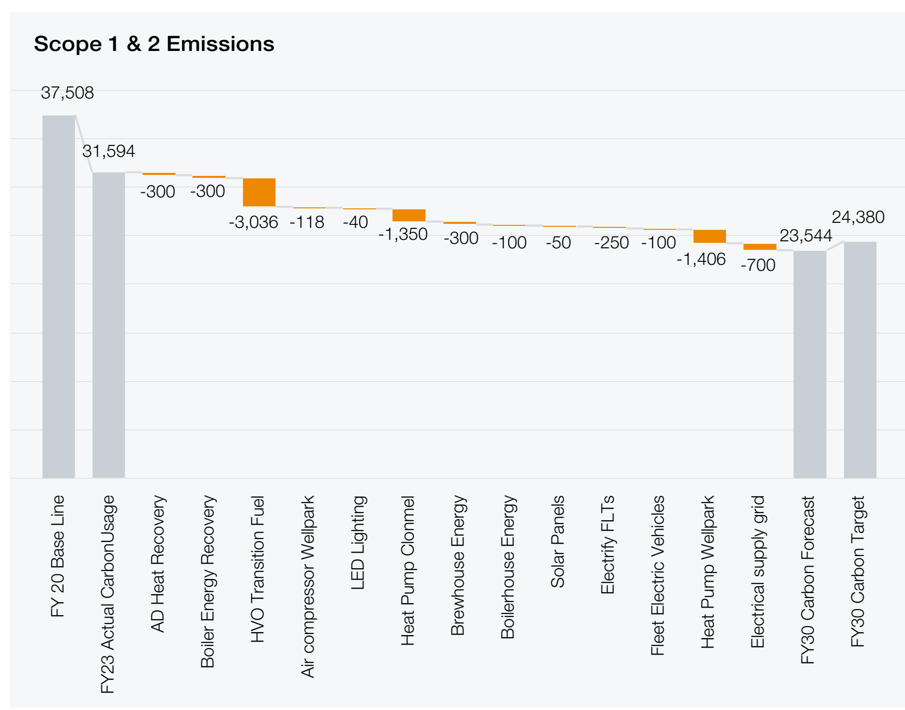
Task Force for Climate Related Financial Disclosures (continued)

TCFD CRO Category	Time Horizon	Value Chain Impact and divisional impact	Description of impact prior to any mitigating activities being considered	Management of risks and opportunities	Link to relevant Metric(s) and Targets
3. Water scarcity reduces availability of water for production					
Physical risk – chronic	Long-term	Raw materials & Production Branded Wholesale	Potential for long-term changes in ground water levels due to reduced precipitation may affect the availability of water for production (The Group uses water as both a product ingredient and as a plant cleaning medium) and enhance regulatory controls over seasonal water extraction activities, disrupting The Group's production.	Each of The Group's sites has an active water management programme. This includes an ongoing assessment of the water scarcity risk to each production site. In relation to raw materials, during FY2024 the Group extended its assessment to collect more detailed responses to water-related queries from suppliers. The Group will engage with our suppliers on their water management policies and establish if they have conducted a risk assessment which covers climate related water stress.	Monitoring of water usage in C&C's facilities. At the Clonmel facility, well levels are monitored on a continuous basis – using the SCADA (Industrial automation system). The production volume and associated water usage has decreased by 20% over the past five years, thereby contributing to the mitigation of this risk. Targets to manage this risk are currently being developed by the Group.
6. Floods disrupt production and distribution at Clonmel facility					Long-term
Physical risk – acute	Long-term	Production & Distribution Branded	Increased heavy precipitation leading to floods in Clonmel facility. The occurrence of flooding could also cause damage to property and halt production in these facilities, impacting outputs and revenue.	As a significant employer in Tipperary in Ireland, the Group will work with the local authorities to foresee and mitigate any associated risk. A flood risk assessment will be conducted on the Clonmel site in Tipperary based on an RCP 8.5 scenario followed by the development of flood management plan to minimise any potential business disruption.	Metrics and targets to manage this risk are currently being developed by the Group.
7. Disruption to supply chain & distribution network due to extreme weather					
Physical risk – acute	Long-term	Upstream, Distribution Branded Wholesale	Distribution channels are exposed to more extreme weather events leading to financial losses through lost revenue due to our suppliers being unable to deliver goods to us or The Group being unable to deliver goods to our customers.	The Group will work with our partners in our recently launched Supply Chain engagement programme to review risks and mitigations on a longer-term time horizon. The Group will mitigate the operational impact of extreme weather events through business continuity plans, which will be tested regularly against the latest IPCC scenarios. The Group will mitigate the financial impact of such events through business interruption insurance cover.	Metrics and targets to manage this risk are currently being developed by the Group.

TCFD CRO Category	Time Horizon	Value Chain Impact and divisional impact	Description of impact prior to any mitigating activities being considered	Management of risks and opportunities	Link to relevant Metric(s) and Targets
4. Invest in low carbon intensity supply chains and distribution networks					
Transition Opportunity (Resource Efficiency)	Long-term	Distribution Branded Wholesale	Opportunity to mitigate the increase in production, transportation, and distribution cost due to the increase in energy prices by transitioning to lower carbon options. This could allow The Group to lower costs with respect to our competitors.	The Group actively assesses low carbon distribution options as the leading final mile delivery partner to the on trade in the UK and Ireland. Electric vehicles were introduced into the Group's fleet during FY2024. The Group will work with our partners in our recently launched Supply Chain engagement programme to help them lower their carbon emissions from distribution. During FY2024 the Group directly engaged to check on the status of target setting activities of select suppliers as part of the ongoing CDP Supplier Engagement Programme, 48% of target suppliers have SBTi in place (V Target of 45%).	Metrics and targets to manage this opportunity are currently being developed by the Group.
5. Sustainable trends in consumer demand					
Transition Opportunity (Resilience and Market)	Short term	Sales & consumers Branded	Strong corporate climate change management enhances credibility and strengthens relationships with stakeholders leading to potential new revenue opportunities. Additionally, given that The Group's production, distribution, and crop sites are relatively close to each other, this could have a positive impact on carbon labelling and reputation as consumers increasingly look for locally sourced, low carbon products.	The Group will continue to utilise in-house consumer insight and external sources to develop / execute meaningful brand sustainability campaigns (Life is Bigger than Beer – Tennents and Save the Bees – Bulmers).	Metrics and targets to manage this opportunity are currently being developed by the Group.

While the above represents the risks and opportunities that we have identified as being the most relevant to C&C currently, we continue to monitor the risks and consider emerging CROs as new climate data and policies emerge. We expect this list to evolve over time. We also continue to actively monitor and respond to the changing landscape of sustainability reporting requirements to ensure that we are meeting the reporting expectations of our key stakeholders including regulators, investors, and customers. The Corporate Sustainability Reporting Directive (CSRD) requires the Group to report on material sustainability impacts, risks, and opportunities, with an expected period start date for C&C of 1 March 2025. We began our reporting preparation for this regulation in FY2024.

Task Force for Climate Related Financial Disclosures (continued)



Transition Plan

The Group's emission reduction targets were validated by the Science Based Targets initiative (SBTi) in FY2023, in line with a well below 2°C trajectory. C&C is committed to reducing absolute Scope 1 and Scope 2 GHG emissions by 35% by 2030 (vs FY2020 baseline). In addition, to achieve the target of reducing Scope 3 emissions by 25% (vs FY2020 baseline) by 2030, the Group has also committed that suppliers and customers making up 67% of Scope 3 emissions (Purchased Goods, Downstream Transport and Use of Sold Goods) will have science-based targets in place by 2026. During FY2024, the Group directly engaged to check on the status of target setting activities of select suppliers, as part of the ongoing CDP Supplier Engagement Programme, finding that 48% of target suppliers have SBTi in place (V Target of 45%).

The Group set out a transition plan in FY2024 to deliver on these targets, that also considered the Net Zero commitments set by the jurisdictions in which we operate, as well as our own pledge to be carbon-neutral business by 2050. The Executive Committee approved the transition plan annually as part of 3-year planning cycle, and the progress towards it is now a standing agenda item for the ESG Board Committee. The initiatives and projects to decarbonise are also reviewed annually, and £2 million in capital expenditure is ring-fenced to implement these decarbonisation projects each year.

As part of setting the transition plan, we referred to: industry specific guidance from the European Greens Brewers Association, the Zero Carbon Roadmap for Brewing developed by the BBPA (British Beer & Pub Association) and engaged with wholesalers' associations and providers of modern technologies for the industry. We identified and analysed the viability of various projects to help us to achieve the 3% to 4% reduction in Carbon Emissions (Co2e) required each year to meet our validated SBTi target for 2030.

At FY2024, C&C has achieved a 24% reduction in Scope 1 and 2 (Location Based) emissions (v's a FY2020 baseline)

During FY2024 the following decarbonisation projects were implemented, resulting in a reduction in Scope 1 and 2 (Location Based) CO2e of 3,017 tonnes:

- Anaerobic Digestion Heat Recovery - Wellpark
- Boiler Energy Recovery - Wellpark
- HVO (Hydrotreated Vegetable Oil) Transition Fuel
- Air compressor Wellpark
- LED Lighting
- Electric vehicles were introduced into the Group's fleet.
- Heat Pump - Clonmel
- Brewhouse Energy
- Boilerhouse Energy

Other projects that are being implemented to achieve our Scope 1 & 2 and decarbonisation 2030 target include the following:

- The electrification of heat for manufacturing process loads (via heat pumps)
- Continued heat recovery/ heat reuse opportunities
- Phased roll out the HVO fuel in the "transition period" to depots with bulk tanks.
- Fuel tanks (this optimises the cost vs carbon reduction)
- Transition to Electric Vehicle fleet
- Movement of FLTs from LPG to Electricity, at lease renewal stage
- Electrical infrastructure phased into depot network

While we believe significant work has been completed in the current period on our transition plan and the progress against it, we also recognise that the plan will have to be further operationalised going forward.

Understanding the impact on our CROs through Scenario Analysis

The following CROs were selected for quantitative scenario analysis during FY2023 and evaluated across a range of scenarios to understand how they may evolve under certain hypothetical situations:

- Increased costs from a climate change levy / carbon tax.
- The reduction of water available for production due to water stress.
- Disruption of production and distribution at key facilities due to flood events and extreme weather.
- Effects of chronic climate change on ingredient production of five key crops (apples, barley, sugar, wine grapes, and hops).
- Increased market opportunity for low carbon products due to sustainable trends in consumer demand.

These CROs were selected for quantitative scenario analysis based on their assessed potential to have a significant impact. This analysis has allowed us to understand and improve the resilience of our business model and strategy to climate change.

Several factors were considered during the selection of scenarios for this quantitative analysis (as outlined in the table below). This analysis made use of publicly available scenarios from the Intergovernmental Panel on Climate Change (IPCC). The range of scenarios was selected to consider the impacts of the selected CROs across the widest range of outcomes, to best prepare for all eventualities. The scenarios are broadly aligned with the qualitative analysis conducted in FY2022, however, to adhere with the latest science and IPCC findings, a 1.5°C scenario was prioritised over the previously selected <2°C scenario.

Climate scenarios selected for analysis

Warming trajectory by 2100	Data source	Key assumptions, outputs, and sensitivities
1.5°C (Paris Ambition)	IPCC SSP1[1]-1.9[2]	• The financial analysis is based on the forecasted financial position up to FY2027. Climate risks and opportunities were assessed over the short, medium, and long-time horizons based on this forecasted position. • Analysis of acute physical risks is limited to 27 of our key distribution and manufacturing sites. The vulnerability of each of these sites is based on a typical manufacturing or distribution facility. • Analysis is based on existing sites, products, and market share. • The results represent the gross risk position of our business strategy.
2.5°C (Stated Policy)	IPCC SSP2-4.5	
>4°C (No policy)	IPCC SSP5-8.5	

1. SSPs - Shared Socio-economic Pathways outline different economic, social, and technological contexts, in the absence of further climate policy, that accompany the RCPs.
2. RCP - The IPCC's Representative Concentration Pathways outline different greenhouse gas concentration trajectories. RCP 8.5 indicates that GHG concentrations will result in global temperatures warming by >4°C on average, and therefore is associated with higher physical climate impacts.

The relative impact of each of the CROs, without any current or future mitigating action was considered under each of the scenarios. The results are presented in the table below.

We believe our business, with its strategic focus on local brands and distribution capability, is shown to be resilient to climate change. Sustainability forms a core part of our strategy, and we will continue to focus on reducing our Scope 1, 2 and 3 emissions, thereby reducing our potential exposure to increasing costs from direct or indirect carbon taxation and improving our position to capitalise on the market opportunity of low carbon products.

Going forward, as recommended by the TCFD, we will look to reassess our business strategy and model against these CROs under different scenarios where there is a significant change to the business.

Impact scale

● (green)	● (orange)	● (red)
Low Risk	Medium Risk	High Risk
High Opportunity	Medium Opportunity	Low Opportunity

Scenario	Assumptions	Potential Impact Short	Medium	Long	Summary of results
1. Climate Change Levy / Carbon Tax					
1.5°C	All countries apply an average carbon price of $80/tCO_2$. This carbon price varies by country and over time.	● (orange)	● (red)	● (red)	The application of a carbon tax to our Scope 1, 2 and 3 emissions may have the potential to result in a significant cost to the business under the 2.5°C and 1.5°C scenarios. As our scope 3 emissions account for the majority of our exposure, these costs are anticipated to be realised through indirect costs via our supply chain. The size of this cost will depend on the extent to which suppliers reflect their own carbon tax expenditure within their prices and the extent to which we ourselves are able to absorb this cost instead of passing the cost on to our customers. To mitigate this risk, we are engaging with our suppliers, encouraging them to publish a CDP disclosure, and share their full carbon footprint. We are also looking to reduce emissions from our own operations.
2.5°C	$40/tCO_2$ is applied in all advanced economies. This carbon price varies by country and over time.	● (orange)	● (red)	● (red)	
>4°C	All carbon pricing is repealed ($2/tCO_2$)	● (green)	● (green)	● (green)	

Task Force for Climate Related Financial Disclosures (continued)

Scenario	Assumptions	Potential Impact Short	Medium	Long	Summary of results
2. The reduction of water available for production due to water stress					
1.5°C	This analysis examined 27 of our own manufacturing and distribution sites. The vulnerability curve assumes ~4 days disruption for offices and manufacturing sites (for a severe water stress event) and ~2 days disruption for warehouse/distribution sites.	●	●	●	Water stress was examined for each of the 27 priority sites. Overall, while the probability of this risk is expected to increase under all scenarios between 2025-2050, even doubling in this period under the >4°C scenario, it is not estimated to result in a significant potential impact on revenue.
2.5°C		●	●	●	
>4°C		●	●	●	
3. Disruption of production and distribution at key facilities due to flooding					
1.5°C	This analysis examined 27 of our own manufacturing and distribution sites. The analysis examines both riverine and coastal flood events. Flash floods, however, are not included within this analysis. The vulnerability curve assumes ~8 days disruption for manufacturing sites, ~1 for offices and ~7 for warehouse/distribution sites (for a 0.5m flood)	●	●	●	Both coastal and riverine flooding were examined under this analysis. It was found that the risk of both coastal and riverine flooding was found to increase over time for all scenarios, although it was not found to present a significant risk to the overall business
2.5°C		●	●	●	
>4°C		●	●	●	
4. Disruption of production and distribution at key facilities due to extreme weather events					
1.5°C	This analysis examined 27 of our own manufacturing and distribution sites. The vulnerability curve assumes ~0.1 days disruption for offices, ~1.1 days for manufacturing sites and warehouse/distribution sites (for a major temperate windstorm).	●	●	●	Analysis is limited to the impacts of heatwaves and temperate windstorms at 27 key distribution and manufacturing sites. Heatwaves are expected to present a minimal risk, whereas temperate windstorms have the potential to result in significant impacts in the form of asset damage and revenue disruption. However, the baseline risk for windstorms is currently high. The potential financial impact of this risk under a >4°C scenario, in terms of revenue disruption and property damage, is expected to increase by 6% between 2025 and 2050.
2.5°C		●	●	●	
>4°C		●	●	●	
5. Effects of chronic climate change on ingredient production					
1.5°C	The optimal growing conditions for five key crops were examined (apples, wine grapes, barley, sugar beet, and hops) for our sourcing locations for both our distribution and own-branded products). It was assumed that these products were not substitutable.	●	●	●	Overall, wine grapes and sugar beet were found to be the most impacted crops with the greatest potential for significant impacts expected in the longer term under the 2.5°C and >4°C scenarios. Conversely, under the same scenarios, some crops, particularly those sourced locally, are estimated to experience a net increase in yields. We will continue to monitor risk at key sourcing locations and use the outputs to inform procurement decisions. Where our sourcing locations may experience lower yields as a result of climate change, we may see an increase in the cost of products purchased for distribution in these areas. Going forward we will monitor these areas and factor this risk into our buying decisions.
2.5°C		●	●	●	
>4°C		●	●	●	

Scenario	Assumptions	Potential Impact Short	Medium	Long	Summary of results
6. Increased market opportunity for low carbon products due to sustainable trends in consumer demand.					
1.5°C	Rapidly growing demand for sustainable products in all markets				The market opportunity for low carbon products may be significant under – 2.5°C - 1.5°C scenario. There is potential for a significant increase in revenue as consumer preferences shift towards low carbon alternatives. Further prioritising the production and distribution of low carbon products could also limit our exposure to carbon taxes and their associated costs.
2.5°C	Limited consumer demand for sustainable products within both leading and emerging markets				
>4°C	Little consumer demand for sustainable products				

Risk Management

In FY2021, Sustainability & Climate Change was identified as being a principal risk for C&C. Therefore, the identification, prioritisation, assessment, and management of our 'Sustainability and Climate Change' risk is carried out in a manner consistent with the Group's other principal risks apart from the timeframe used (please refer to the Strategy section of the TCFD report on page 44).

C&C adopts a standard risk management framework which is discussed in detail on page 32. Given the increasing focus on climate, in FY2022 we completed a detailed review on CROs as described in the strategy section above, which were validated by the ESG Board Committee in FY2023 and reviewed in FY2024. We have integrated the results of this assessment into our overall risk management system.

For additional information regarding the climate-related risks identified and our activities to mitigate these risks, please refer to the Strategy section of the TCFD report on pages 44-48. Climate change mitigation is a current and ongoing responsibility for the ESG Board Committee as highlighted as part of the Governance section of this report on pages 42-44.

Further, as noted in the governance section, Group policy is to assign an Executive Committee owner for each principal risk identified, meaning there is Committee level oversight and management of the Sustainability & Climate Change risk.

The owner of the Sustainability & Climate Change risk reviews all the other principal risks on the Group's risk register to assess them under a sustainability and climate change lens, thus reflecting the commitment of the Group in ensuring that sustainability and climate-related risks be considered and integrated into the business in a holistic manner.

To be able to better manage the projected impacts of climate change, we are committed to the continuous improvement of our processes for identifying and assessing our climate-related risks and have identified the importance of implementing a bottom-up risk assessment process, which is currently being structured.

Any changes to climate-regulation, or the emergence of new climate-related regulation is considered as part of our normal regulation assessment for the Group.

Metrics & Targets

The Board recognises the importance of ensuring that we monitor our performance with respect to the CROs identified with tailored KPIs.

To oversee our progress against our Group's climate-related goals and targets we have set a number of climate-related KPIs in line with our sustainability strategy. These KPIs have been selected to monitor our progress against our targets and to help us manage the identified CROs. The metrics adopted are monitored using a financial control boundary, and were developed in alignment with international environmental frameworks, namely CDP and SBTI, as well as with guidance provided by GHG Protocol.

However, we acknowledge that more work needs to be done and the Group is currently working on developing additional metrics that are more tailored to the identified CROs, following the output and the learnings from the quantitative scenario analysis which began in Q4 of FY2023 and completed in Q1 of FY2024.

Carbon reduction progress made during FY2024 means we are on track in relation to the Group's Carbon reduction targets validated by SBTi in FY2023. Further, the Group received limited assurance from EY during FY2024 over the following metrics: our scope 1 and 2 emissions and our water ratio. For further information on how our metrics currently map to the identified CROs, please refer to the Strategy section of the TCFD report on pages 44-48. For more information on our performance and our historical progress around wider ESG matters please refer to the Sustainability Report on pages 59-89.

Task Force for Climate Related Financial Disclosures (continued)

TCFD Index and Focus areas for FY2025

Disclosure Requirement	TCFD disclosure met	Page Reference	Actions Undertaken	Next Steps
Governance				
(a) Describe the board's oversight of climate-related risks and opportunities.	Yes	42-44	• Additional reporting lines to the ESG Board Committee established, specifically the ESG Management-level Committee. • The Board, Management and Functional level teams undertook further training on ESG and climate change.	• Board, Management and Functional-level ESG training.
(b) Describe management's role in assessing and managing climate-related risks and opportunities.	Yes	42-44		
Strategy				
(a) Describe the climate-related risks and opportunities the organisation has identified over the short, medium, and long-term.	Yes	44-48	• Began to integrate the results from the detailed quantitative climate change risk assessment and scenario analysis into strategy and financial planning.	• Continue to monitor the risks that we have identified and consider emerging CROs as new climate data and policies emerge. • Continue to actively monitor the changing landscape of sustainability reporting requirements, especially in relation to the Corporate Sustainability Reporting Directive (CSRD). • Continue to work towards our validated SBTi targets.
(b) Describe the impact of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning.	Partial	44-48		
(c) Describe the resilience of the organisation's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario.	Yes	44-48		
Risk Management				
(a) Describe the organisation's processes for identifying and assessing climate-related risks.	Yes	51	• Started to develop a bottom-up risk assessment process.	• Develop bottom-up risk assessment process relevant to CROs. • Management and Functional level teams to undertake training that will include climate risk topics.
(b) Describe the organisation's processes for managing climate-related risks.	Yes	51		
(c) Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organisation's overall risk management.	Yes	51		
Metrics & Targets				
(a) Disclose the metrics used by the organisation to assess climate-related risks and opportunities in line with its strategy and risk management process.	Partially	51	• Carbon reduction progress made in line with the Group's Carbon reduction targets validated by SBTi in FY2023. • Further assessed our current metrics in relation to the identified CROs.	• Evaluate and develop, where applicable, additional metrics and targets to support us in managing the identified climate-related risks and opportunities. • Achieve our SBTi objectives • In FY2025, extend assurance over emission metrics to include scope 3 Supplier Engagement target.
(b) Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas (GHG) emissions, and the related risks.	Yes	51		
(c) Describe the targets used by the organisation to manage climate related risks and opportunities and performance against targets.	Partially	51		

Chief Financial Officer's Review

Results For the Year

Whilst the Group's performance in FY2024 has been significantly impacted by one-off charges arising from the ERP System implementation in the Matthew Clark and Bibendum ('MCB') business, as well as by other macro-economic operating environment challenges, the Group's brands performance has been resilient and cash generation has been strong, and significant work has been undertaken to restore MCB's service levels.

C&C is reporting net revenue of €1,652.5m, operating profit(i) of €60.0m, liquidity(ii) of €390.1m and net debt(iii) of €168.0m. Net debt excluding IFRS 16 *Leases* was €57.9m. Adjusted diluted EPS for FY2024 is 8.1 cent. The Group's operating profit(i) of €60.0m is down from an operating profit(i) of €82.6m in the prior year (restated)(vii), This reflects a number of factors, including the ERP System implementation issues noted above and a high-inflation environment for the majority of the financial year with the related impact on consumers' discretionary spending. In response to this challenging and evolving inflationary backdrop and uncertain macro environment, the Group has implemented a series of price increases and cost-efficiency measures and remains committed to its transformation programme to maintain profitability in the short and medium term.

Andrew Andrea
Chief Financial Officer

Managing liquidity(ii) and net debt(iii) have been focus areas for the Group throughout FY2024, including mitigating the working capital impact of the ERP System implementation, and the Group maintains a robust liquidity position with available liquidity(ii) of €390.1m at 29 February 2024 and at year end achieved net debt(iii)/adjusted EBITDA(v) of 1.8x. The Group's target net debt(iii)/adjusted EBITDA(v) level is between 1.5x and 2.0x.

Accounting Policies

As required by European Union ('EU') law, the Group's financial statements have been prepared in accordance with International Financial Reporting Standards ('IFRS') as adopted by the EU, and as applied in accordance with the Companies Act 2014, applicable Irish law and the Listing Rules of the UK Listing Authority. Details of the basis of preparation and the accounting policies are outlined on pages 189 to 204.

Finance Costs, Income Tax and Shareholder Returns

Net finance costs before exceptional items of €21.2m were incurred in the financial year (FY2023 (restated): €16.7m(vii)). The Group has incurred exceptional finance expense of €2.9m (FY2023: €2.6m) as a consequence of increased utilisation of the Group's debtor's securitisation facility as a consequence of the ERP System implementation which has a significant impact on working capital and also from double-running of leased depots in London in respect of the transition from Park Royal to Orbital West for the MCB business. Of the €21.2m net finance cost, €5.0m relates to the Group's debtor securitisation facility, €3.7m relates to USPP notes, €5.6m relates to the Group's main bank lending facilities, €4.8m relates to lease interest, €1.0m relates to amortisation of prepaid issue costs, €0.2m of income relates to interest received and €1.3m relates to other interest costs.

Chief Financial Officer's Review (continued)

In FY2024, the UK trading group continued its significant contribution to overall Group profits and this impacted the Group's effective adjusted tax rate[i] for FY2024 of 17.8%, as UK-generated profits are taxed a rate of 25% as compared to that of 15.0% in Ireland. The base rate of corporate tax in Ireland is 12.5% however from 01 January 2024, groups with a turnover in excess of €750m in two of the previous four financial years are subject to the global minimum tax rate of 15%. Given that the Group will be in scope of these rules, this could potentially put further pressure on its effective tax rate in future periods (although, based on current projections, we do not expect these rules to have a material impact on the Group's total tax charge in the short term). The Group continues to manage its effective tax rate in line with its published tax strategy.

Subject to Shareholder approval, the Directors have proposed a final dividend of 3.97 cent per share to be paid on 23 August 2024 to ordinary Shareholders registered at the close of business on 19 July 2024. An interim dividend of 1.89 cent per share was paid with respect to FY2024; therefore, the Group's full year dividend will amount to 5.86 cent per share. The proposed full year dividend per share will represent a pay-out of 72.3% of the full year reported adjusted diluted earnings per share. Using the number of shares in issue at 29 February 2024 and excluding those shares for which it is assumed that the right to dividend will be waived, this would equate to a distribution of €15.6m. There is no scrip dividend alternative proposed. Total dividends for the prior financial year were €14.9m.

The Group commenced a share buyback programme on 1 March 2024 to repurchase ordinary shares of the Group up to a maximum aggregate consideration of €15 million. The programme is progressing as planned and will be completed by 30 June 2024. As of 21 June 2024, the Group has repurchased 7,653,323 shares at a cost of €14.6m.

The Programme forms part of the Group's plan to return up to €150 million to Shareholders over the next three fiscal years as announced in October 2023 through a combination of dividends and share buybacks and follows the reinstatement of dividend payments last year. The Programme is underpinned by the Board's confidence in the medium-term outlook for the business and its strong cash generation capabilities. The Board also believes that the Programme represents the most effective use of capital in the current environment.

Exceptional Items

A total exceptional charge, before tax of €150.4m, was incurred in the current financial year and in the opinion of the Board the presentation of these items as exceptional provides a more useful analysis of the underlying performance of the Group. Full details of Exceptional Items are set out in detail in note 5 to the consolidated financial statements, but the majority of this net charge is from a decision to impair the goodwill on the Magners brand in the C&C Brands Cash Generating Unit by €125.0m, restructuring costs of €7.6m and costs of €10.4m associated with the ERP implementation.

Balance Sheet Strength and Debt Management

Balance sheet strength provides the Group with the financial flexibility to pursue its strategic objectives. It is the Group's policy to ensure that a medium/long-term debt funding structure is in place to provide the Group with the financial capacity to promote the future development of the business and to achieve its strategic objectives.

The Group manages its borrowing requirements by entering into committed loan facility agreements and also holds USPP notes which diversifies the Group's sources of debt finance.

In December 2023, the Group exercised the option to extend the maturity of the multi-currency facility that started in May 2023, and maturity is now extended to January 2029.

The Group maintains a £150.0m receivables securitisation facility (£120.0m committed, £30.0m uncommitted), renewable annually in May. As at 29 February 2024, €105.9m of this facility was drawn (FY2023: €94.1m).

Cash Generation

Summary cash flow for the year ended 29 February 2024 is set out in the table below. Overall liquidity remains robust. The increase in the Group's receivables purchase programme was driven by the ERP System implementation effects and the related impact on working capital. The contribution to year end Group cash from the receivables purchase programme was €105.9m compared to €94.1m (€95.2m on a constant currency basis[iv]) at 28 February 2023 - a cash inflow of €10.7m[iv].

Capital expenditure in FY2024 amounted to €20.0m, with €3.2m relating to investment in technology as the Group continues the digital transformation and optimisation of the business and €2.3m directly related to ESG initiatives and investments, including returnable bottles as part of the Irish Deposit Return Scheme initiative and the heat pump project at Clonmel.

Table 1 – Reconciliation of Operating profit to Adjusted EBITDA[v]

	2024 €m	2023 (restated)[vii] €m
Operating profit	**(84.4)**	70.2
Exceptional items	**144.4**	12.4
Operating profit before exceptional items	**60.0**	82.6
Amortisation and depreciation charge	**33.7**	33.4
Adjusted EBITDA[v]	**93.7**	116.0

Table 2 – Cash flow summary

	2024 €m	2023 (restated)[vii] €m
Adjusted EBITDA[v]	**93.7**	116.0
Working capital	**30.4**	5.0
Advances to customers	**3.5**	(3.6)
Net finance costs excluding exceptional finance costs	**(17.6)**	(16.8)
Tax paid	**(4.1)**	(12.0)
Pension contributions paid	**(0.4)**	(0.5)
Tangible/intangible expenditure	**(20.0)**	(15.2)
Net proceeds on disposal of property plant & equipment	**0.1**	-
Exceptional items paid	**(21.8)**	(4.5)
Other*	**-**	2.4
Free cash flow[vi]	**63.8**	70.8
Free cash flow[vi]	**63.8**	70.8
Net exceptional cash outflow	**21.8**	4.5
Free cash flow[vi] excluding net exceptional cash outflow	**85.6**	75.3
Reconciliation to Group Cash Flow Statement		
Free cash flow[vi]	**63.8**	70.8
Dividends paid	**(22.3)**	-
Drawdown of debt	**130.0**	48.5
Payment of debt issue costs	**(3.4)**	-
Repayment of debt	**(105.0)**	(108.5)
Payment of lease liabilities	**(20.2)**	(22.5)
Payment of Rights Issue costs	**-**	(0.7)
Disposal of asset held for sale	**-**	63.6
Disposal of subsidiary/equity investment	**-**	0.7
Net increase in cash	**42.9**	51.9

* Other relates to the add back of share options, pension contributions and adjustments from charge to payment.

Chief Financial Officer's Review
(continued)

Prior Year Restatements

During the year accounting discrepancies were discovered and notified to the Audit Committee. Detailed internal and external reviews of inventory and balance sheet reconciliations were undertaken and an independent accounting firm was appointed to investigate the relevant issues and to determine contributing factors, any potential financial impact and the time period over which the issues extended. Following the findings in the Investigative Accountants' Report, management's further reviews, and EY's audit procedures, the Group have recorded adjustments in the current year financial statements in respect of the current year, and restatements to prior period financial statements for the year ended 28 February 2023 and opening balances at 1 March 2022. The accounting adjustments in aggregate represent an underlying operating profit adjustments charge of €6.1m. By year, the restatements comprised a €1.5m adjustment charge in FY2023, a €3.1m adjustment credit in FY2022 and a €7.7m adjustment charge in FY2021. In addition, the Group has recorded an exceptional charge in FY2023 of €12.2m in respect of onerous apple contracts. The total value of the pre-tax adjustments, including the exceptional items charge is €18.3m and the impact on the Group's retained earnings position at FY2023 is €15.6m. There will also be an impact on the unaudited FY2024 Interim Results, details of which will be set out in the FY2025 Interim Results to be released in October.

The adjustments to underlying operating profit related principally to five items, inventory related matters (€11.1m charge), incorrect accounting treatment of inventory of branded glassware (€1.1m charge), goods received not invoiced ("GRNI") (€2.9m credit), the timing of release of customer discount liabilities (€3.7m credit), together with additional items (€0.5m charge), over the three-year period in question.

The adjustments were made following detailed internal and external reviews of inventory and balance sheet reconciliations after discrepancies were notified to the Audit Committee earlier this year. An independent accounting firm was appointed to investigate the relevant issues and to determine any potential financial impact and the time period over which the issues extended. The issues that were identified were then considered in detail by both the Group's Audit Committee (the 'Committee') and the Board, as part of the finalisation of the Group's FY2024 Annual Report and Accounts.

The Board and Audit Committee have considered the background to these items in detail, including representations and accuracy of information provided to the external auditors and to the Committee and the Board at the time the items arose and in subsequent financial years. In addition to accounting mistakes and errors of judgement underlying these issues, it is clear from the reviews undertaken that there were failures in the Group's reporting framework and that in parts of the organisation behaviours fell short of the levels of transparency demanded and required such that opportunities were missed to identify and appropriately address the relevant issues. Further details relating to the underlying issues and the consequent actions and improvements to the controls and governance frameworks that have been and are being taken to ensure that there is no repetition of these issues are set out in the Audit Committee report.

Retirement Benefits

In compliance with IFRS, the net assets and actuarial liabilities of the various defined benefit pension schemes operated by the Group companies, computed in accordance with IAS 19 *Employee Benefits*, are included on the face of the Consolidated Balance Sheet as retirement benefits.

Independent actuarial valuations of the defined benefit pension schemes are carried out on a triennial basis using the attained age method. An actuarial valuation process is currently ongoing. The most recently completed actuarial valuations of the ROI defined benefit pension schemes were carried out with an effective date of 1 January 2021 while the date of the most recent actuarial valuation of the NI defined benefit pension scheme was 31 December 2020. As a result of these valuations the Group has committed to contributions of 27.5% of pensionable salaries for the Group's staff defined benefit scheme. There is no funding requirement with respect to the Group's executive defined benefit pension scheme or the Group's NI defined benefit pension scheme, both of which are in surplus. The Group has an unconditional right to these surpluses when the scheme concludes. The Trustees of the C&C Group Executive Pension and Life Assurance Scheme entered into an annuity buy in contract with effect from 27 February 2024 in respect of current pensioners in payment. While the obligation to provide pensions to these members remains a liability of the Scheme, the insurance contract provides a matching cash flow and longevity hedge. The Group was supportive of the Trustees actions as it further reduces risk within that Scheme.

There are two active members in the NI scheme and 49 active members (less than 10% of total membership) in the ROI staff defined benefit pension scheme and no active members in the executive defined benefit pension scheme.

At 29 February 2024, the retirement benefits computed in accordance with IAS 19 *Employee Benefits* amounted to a net surplus of €34.3m gross of deferred tax (€25.4m surplus with respect to the Group's staff defined benefit pension scheme, €5.8m surplus with respect to the Group's executive defined benefit pension scheme and a €3.1m surplus with respect to the Group's NI defined benefit pension scheme) and a net surplus of €29.7m net of deferred tax.

The key factors influencing the change in valuation of the Group's defined benefit pension scheme obligations gross of deferred tax are as outlined below:

	€m
Net surplus at 1 March 2023	**42.2**
Translation adjustment	**0.2**
Employer contributions paid	**0.4**
Charge to Other Comprehensive Income	**(9.9)**
Credit to Income Statement	**1.4**
Net surplus at 29 February 2024	**34.3**

The decrease in the surplus from €42.2m at 28 February 2023 to a surplus of €34.3m at 29 February 2024 is primarily due to an actuarial loss of €9.9m over the year. The decrease in the net surplus of the Group's defined benefit pension schemes from the 28 February 2023 to 29 February 2024, as computed in accordance with IAS 19 *Employee Benefits*, is primarily due to an increase in liabilities as a result of the decrease in corporate bond yields over the year somewhat offset by reduced benefit inflation expectation.

Financial Risk Management

The main financial market risks facing the Group continue to include commodity price fluctuations, foreign currency exchange rate risk, interest rate risk, counterparty creditworthiness and liquidity risk.

The Board of Directors set the treasury policies and objectives of the Group, the implementation of which are monitored by the Audit Committee. Details of both the policies and control procedures adopted to manage these financial risks are set out in detail in note 24 to the consolidated financial statements.

Currency Risk Management

The reporting currency and the currency used for all planning and budgetary purposes is Euro. However, as the Group transacts in foreign currencies and consolidates the results of non-Euro reporting foreign operations, it is exposed to both transaction and translation currency risk.

Currency transaction exposures primarily arise on the Sterling, US, Canadian and Australian Dollar denominated sales of the Group's Euro subsidiaries and Euro purchases in the Group's Great Britain (GB) business. The Group seeks to minimise this exposure, when possible, by offsetting the foreign currency input costs against the same foreign currency receipts, creating a natural hedge. When the remaining net currency exposure is material, the Group enters into foreign currency forward contracts to mitigate and protect against adverse movements in currency risk and remove uncertainty over the foreign currency equivalent cash flows. Forward foreign currency contracts are used to manage this risk in a non-speculative manner when the Group's net exposure exceeds certain limits as set out in the Group's treasury policy. In the current financial year, the Group had €11.5m forward foreign currency cash flow hedges outstanding.

The average rate for the translation of results from Sterling currency operations was €1:£0.8653 (year ended 28 February 2023: €1:£0.8604) and from US Dollar operations was €1:$1.0831 (year ended 28 February 2023: €1:$1.0438).

Comparisons for revenue, net revenue and operating profit before exceptional items for each of the Group's reporting segments are shown at constant exchange rates for transactions by subsidiary undertakings in currencies other than their functional currency and for translation in relation to the Group's Sterling and US Dollar denominated subsidiaries by restating the prior year at current year average rates.

Chief Financial Officer's Review
(continued)

Applying the realised FY2024 foreign currency rates to the reported FY2023 revenue, net revenue and operating profit[i] are shown in the table below:

Table 3–Constant currency comparatives

	Year ended 28 February 2023 (restated)[vii] €m	FX transaction €m	FX translation €m	Year ended 28 February 2023 €m
Revenue				
Ireland	389.6	-	(0.4)	389.2
Branded	154.9	-	(0.2)	154.7
Distribution	231.2	-	(0.2)	231.0
Co-pack/Other	3.5	-	-	3.5
Great Britain	1,674.2	-	(9.4)	1,664.8
Branded	310.9	-	(1.6)	309.3
Distribution	1,332.2	-	(7.6)	1,324.6
Co-pack/Other	31.1	-	(0.2)	30.9
Total	**2,063.8**	**-**	**(9.8)**	**2,054.0**
Net revenue				
Ireland	272.0	-	(0.3)	271.7
Branded	107.6	-	(0.2)	107.4
Distribution	162.4	-	(0.2)	162.2
Co-pack/Other	2.0	-	0.1	2.1
Great Britain	1,414.2	-	(7.8)	1,406.4
Branded	193.8	-	(0.9)	192.9
Distribution	1,193.3	-	(6.8)	1,186.5
Co-pack/Other	27.1	-	(0.1)	27.0
Total	**1,686.2**	**-**	**(8.1)**	**1,678.1**
Operating profit[i]				
Ireland	24.9	-	-	23.9
Branded	18.2	(1.0)	-	17.2
Distribution	6.7	-	-	6.7
Great Britain	57.7	-	(0.3)	57.9
Branded	22.7	-	(0.2)	22.5
Distribution	35.0	0.5	(0.1)	35.4
Total	**82.6**	**(0.5)**	**(0.3)**	**81.8**

Notes to the Group Chief Financial Officer's Review
(i) Before exceptional items.
(ii) Liquidity is defined as cash plus undrawn amounts under the Group's revolving credit facility.
(iii) Net debt comprises borrowings (net of issue costs) less cash plus lease liabilities capitalised under IFRS 16 *Leases*.
(iv) FY2023 comparative adjusted for constant currency (FY2023 translated at FY2024 F/X rates).
(v) Adjusted EBITDA is earnings before exceptional items, finance income, finance expense, tax, depreciation, amortisation charges and equity accounted investments' profit/(loss) after tax. A reconciliation of the Group's operating profit to EBITDA is set out on page 55.
(vi) Free Cash Flow ('FCF') that comprises cash flow from operating activities net of capital investment cash outflows which form part of investing activities. FCF highlights the underlying cash generating performance of the ongoing business. FCF benefits from the Group's purchase receivables programme which contributed €105.9m (FY2023: €94.1m reported/€95.2m on a constant currency basis) of cash as at 29 February 2024. A reconciliation of FCF to net movement in cash per the Group's Cash Flow Statement is set out above.
(vii) C&C restated prior year information in the year ended 29 February 2024. Full details of this are included in note 31 to the consolidated financial statements.

Commodity Price and Other Risk Management

The Group is exposed to commodity price fluctuations, and manages this risk, where economically viable, by entering into fixed price supply contracts with suppliers. The Group does not directly enter into commodity hedge contracts. The cost of production is also sensitive to variability in the price of energy, primarily gas and electricity. The Group's policy is to fix the cost of a certain level of energy requirement through fixed price contractual arrangements directly with the Group's energy suppliers.

The Group seeks to mitigate risks in relation to the continuity of supply of key raw materials and ingredients by developing trade relationships with key suppliers and an agreement with farmers in Scotland for the supply of malted barley.

In addition, the Group enters into insurance arrangements to cover certain insurable risks where external insurance is considered by management to be an economic means of mitigating these risks.

Andrew Andrea
Chief Financial Officer

Sustainability Report

Our Environmental, Social and Governance (ESG) strategy is integral to C&C Group's purpose and our three core values: 'Respect people and the planet;' 'We bring joy to life;' and 'Quality is at our core.'

With Board level commitment to ESG, a dedicated ESG Team and a group of ESG Champions advocating sustainability across the business, we are delivering on our promise of embedding ESG into everything we do at C&C.

Building on the above, in FY2024, a new ESG Management Committee, was established to review sustainability initiatives and reporting. Delegating those responsibilities which originally sat with the ESG Board Committee and therefore allowing for the ESG Board Committee to provide additional focus and scrutiny and to identify areas where C&C can really make a difference, as well as ensuring high standards of governance and reporting in this area.

FY2024 ESG KPIs / Highlights

-24% (vs target -12%)

Scope 1&2 Emissions Reduction (Location Based) V's FY2020 (Baseline)

95%

Electricity used at our sites is generated from renewable sources. This is 100% for Wellpark and Clonmel

-26% (vs target -9%)

Scope 3 Emissions Reduction V's FY2020 (Baseline)

48% (vs target 45%)

Suppliers making up 67% of Scope 3 emissions will have science-based targets in place by 2026.

3.2:1 (vs target 3.4:1)

Water Efficiency Ratio - (hectolitres extracted / hectolitres produced)

2 (vs target ZERO)

Number of incidences of non-compliance with industry and regulatory marketing codes.

0.18 (vs target 0.14)

Health and Safety - Lost Time Incident Rate (incidents per one hundred employees)

Eliminating our **Gender Pay Gap**

- average pay for female employees is now higher compared to male employees. C&C Group plc Gender Pay Gap Report 2023

7.1 (vs target 7.5)

Employee Engagement Score from Peakon Survey

Accreditations

Well **below 2°C.**

Science Based Target Validation received in Jan-23

AA

MSCI ESG Rating – Mar-24

Best Large Business **Winner**

Tennent Caledonian Breweries were recognised as the Best Large Business at the VIBES (VISION IN BUSINESS ENVIRONMENT SCOTLAND) Scottish Environment Business Awards – Nov-23

AA+

BRCGS Accreditation – Wellpark – Mar-23

AA+

BRCGS Accreditation – Clonmel – Oct-23

ISO14001

Matthew Clark / Bibendum – September 2022 (Expiry September 2024)
Operates an environmental management system that complies with the requirements of ISO 14001:2015

Clonmel – January 2022 (Expiry January 2025)
Operates an environmental management system that complies with the requirements of ISO 14001:2015

B

CDP – Climate – Dec-23

C

CDP – Water – Dec-23

Sustainability Report
(continued)

ESG Strategy:
‘Delivering to a Better World!’

Our impact materiality assessment and six ESG pillars ensure that we focus on the most material areas to guide our actions around sustainability and support the UN Sustainable Development Goals (‘SDGs’). In FY2023, C&C Group carried out an impact materiality assessment, engaging a wide range of stakeholders, which has further strengthened our focused priorities.

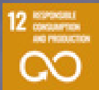
Environment

Reduce Our Carbon Footprint

Focus Areas

- Carbon Neutral by 2050 at the latest
- Energy and Water Conservation
- Fleet Decarbonisation
- Waste Minimisation

Alignment to UN SDGs

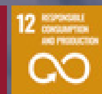


Sustainably Source Our Products & Services

Focus Areas

- Supply Chain Engagement
- Enhanced Ethical Sourcing

Alignment to UN SDGs



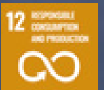
Social

Ensure Alcohol Is Consumed Responsibly

Focus Areas

- Support for Minimum Unit Pricing
- Promoting 0%, Low Alcohol & Low-Calorie Brands
- Alcohol Awareness Training
- Compliance with industry and regulatory marketing codes

Alignment to UN SDGs



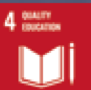
Governance

Enhance Health, Wellbeing & Capability of Colleagues

Focus Areas

- Health & Safety
- Health & Wellbeing
- Training and Development

Alignment to UN SDGs

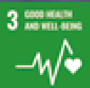


Build A More Inclusive, Diverse, and Engaged C&C

Focus Areas

- Diversification of Board
- Diversity, Equity & Inclusion (DE&I)
- Eliminating the Gender Pay Gap
- Employee Engagement

Alignment to UN SDGs

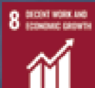


Collaborate With Government, Non-Governmental Organisations (‘NGOs’), and Industry Programmes.

Focus Areas:

- Building Meaningful Charity Partnerships
- Deposit Return Scheme Implementation
- Review of Minimum Unit Pricing in Scotland

Alignment to UN SDGs



Sustainability Report (continued)

Our materiality process

Future Reporting

We understand that external stakeholders' inputs are very valuable, especially when conducting an impact materiality assessment and gauging perspective from an external point of view. It familiarises us with the sustainable topics that are most material to our stakeholders and provides an opportunity to share information about our strategy and focus areas, aiding in creating a transparent relationship between us. In future reporting periods, engaging directly with external stakeholders shall remain a key focus area. In 2024 we will perform a comprehensive double materiality assessment, complying with our reporting obligations under the Corporate Sustainability Reporting Directive ('CSRD'). The assessment will consider both our material impacts on our stakeholders and material sustainability related risks and opportunities for C&C.

C&C significantly improved the formality of the process supporting our materiality assessment in FY2023 by carrying out an impact materiality assessment, drawing on elements of guidance contained in the Global Reporting Initiative (GRI) framework. We structured our materiality approach as follows:

Figure 1: Broad approach to materiality assessment

1. Developing a comprehensive list of ESG topics

C&C carried out a preliminary desktop review to identify the existing and emerging trends and business risks in the alcoholic beverage sector. This was followed by a thorough analysis of material topics suggested within relevant reporting frameworks along with topics disclosed by industry peers. These inputs were used to identify eighty-nine potentially relevant topics which were further reviewed and grouped into twenty-six key topics, and sub-topics of Environment, Social, Governance and Economic.

2. Stakeholder mapping

We identified key stakeholder groups across our value chain and prioritised them through a comprehensive stakeholder mapping exercise, analysing the influence and dependency we have on each stakeholder group. Those with high influence and dependency scores, as summarised in the table below, were considered to be significant for the purposes of engagement in the impact materiality assessment process.

3. Stakeholder consultation

As this was the first year completing an impact materiality assessment, we consulted with internal stakeholder representatives through one-to-one interviews to understand C&C's impact on the stakeholder group. We also distributed surveys to employees on a sample basis. Through the consultation process, we incorporated our stakeholders' perspectives, concerns, and expectations into our materiality assessment process.

Table 1: List of prioritised stakeholders

Employees	Customers
Community/Community Representatives	Business Partners/Joint Ventures including Agency and Invested brands
Consumers	Workers in the value chain
Suppliers – Branded third-party Drinks Business Partners	Industry Associations
Suppliers – Raw Materials / Finished Goods	Trade Union Representatives
Shareholders and Lenders	

4. Impact assessment

For further prioritisation of material topics, we conducted workshops with internal topic experts to score the impact of each topic in terms of scale, scope, irremediable character, and likelihood to determine the significance of the impacts.

5. Collation and analysis of results

Based on the results from stakeholder consultation and impact assessment exercise a list of twenty-one topics and their associated impacts was generated. The below material topic list was approved by the ESG Board Committee in May 2023.

Figure 2: List of material topics

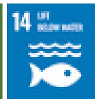
Topic	Impact generated	Direction of impact	Impact type	Impact materiality level	Value chain mapping	Time horizon	Strategy & performance*
1. Human Rights and sustainable sourcing across our Value Chain	Sourcing responsibly and having appropriate oversight and controls across our value chain, engaging with suppliers and distributors, understanding their expectations, and working with them to mitigate ESG risks creates a shared economic value for society and the environment.	+	Potential	Medium	Upstream and Downstream	Short, medium, and long-term	Pillar 2 – Sustainably Source Our Products & Services
	Appropriate controls around responsible sourcing are not in place or these standards are not upheld by our suppliers, there is potential for impact on the biodiversity of an area and/or human rights of workers in the supply chain.	-	Potential	High	Upstream and Downstream	Short, medium, and long-term	
2. Employee health, safety & wellbeing	Appropriate processes and controls around employees' health and safety can create a safe working environment.	+	Potential	Medium	Operations	Short, medium, and long-term	Pillar 4 – Enhance Health, Wellbeing & Capability of Colleagues
	Appropriate processes and controls around employees' health and safety are not in place or are not properly operating, leading to health & safety risks.	-	Potential	High	Operations	Short, medium, and long-term	
3. Product Quality, Customer Health, and Safety	Appropriate controls around product safety and quality are not in place, hindering the quality of C&C's products.	-	Potential	High	Downstream	Short, medium, and long-term	Pillar 2 – Sustainably Source Our Products & Services Pillar 4 – Enhance Health, Wellbeing & Capability of Colleagues
	Appropriate controls around product safety and quality are in place allowing C&C to produce and deliver quality products.	+	Potential	Medium	Downstream	Short, medium, and long-term	
4. Consumer Engagement and Responsible Drinking	Excessive consumption of alcohol can impact consumers' health.	-	Potential	High	Downstream	Short, medium, and long-term	Pillar 3 – Ensure Alcohol Is Consumed Responsibly
	Impact created on consumers as products and associated communications are presented to them in an ethical and socially responsible manner and they are able to understand the impacts on their health from the consumption of alcohol use and the importance of drinking responsibly.	+	Potential	Medium	Downstream	Short, medium, and long-term	
5. Water	Use of water in our production processes as well as for cleaning or water withdrawal from high stress areas or areas with low precipitation can impact biodiversity, local communities, and future generations.	-	Potential	High	Upstream and Operations	Short, medium, and long-term	Pillar 1 – Reduce Our Carbon Footprint
	Production processes lead to the generation of wastewater – disposal of poor quality or untreated wastewater results in contamination of biodiversity and fresh water sources impacting the environment and the local communities.	-	Potential	Medium	Upstream and Operations	Short, medium, and long-term	
6. Climate change and carbon emissions	GHG emissions in our value chain (Scope 1, 2 and 3) have adverse impacts on the environment.	-	Potential	Medium	Upstream, Operations and Downstream	Short, medium, and long-term	Pillar 1 – Reduce Our Carbon Footprint
	Usage of fossil fuel-based energy contributes to climate change and pollution impacting the environment and people.	-	Potential	Medium	Upstream, Operations and Downstream	Short, medium, and long-term	
	Usage of renewable energy sources and improving energy efficiency in the operations results in lower pollution and impacts on the environment.	+	Potential	Medium	Upstream, Operations and Downstream	Short, medium, and long-term	
	Achieving carbon neutrality/net zero shall significantly reduce the amount of harmful emissions that contribute to global warming.	+	Potential	Medium	Upstream, Operations and Downstream	Short, medium, and long-term	
7. Data privacy	If data privacy is not safeguarded, potential impact on those whose data we hold such as employees, customers, and vendors in the event of a data breach or cyber-attacks and their privacy is impacted.	-	Potential	Medium	Upstream, Operations and Downstream	Short, medium, and long-term	Pillar 2 – Sustainably Source Our Products & Services Pillar 4 – Enhance Health, Wellbeing & Capability of Colleagues
8. Chemical and Hazardous material management	Improper management of chemical and hazardous material can cause contamination of the environment and a safety/health hazard if not stored, managed, or disposed properly.	-	Potential	Medium	Operations	Short, medium, and long-term	Pillar 2 – Sustainably Source Our Products & Services
9. Air pollution	Direct release of pollutants such as Sox, Nox and particulate matter generated from our manufacturing process deteriorates the ambient air quality impacting public health and the environment.	-	Potential	Medium	Upstream, Operations and Downstream	Short, medium, and long-term	Pillar 1 – Reduce Our Carbon Footprint Pillar 2 – Sustainably Source Our Products & Services

Sustainability Report
(continued)

Topic	Impact generated	Direction of impact	Impact type	Impact materiality level	Value chain mapping	Time horizon	Strategy & performance*
10. Clean labelling and responsible marketing	Products and associated communications are presented to consumers in an ethical and socially responsible manner to allow consumers to make an informed choice based on accurate and fact-based information which is not misleading.	+	Potential	Medium	Downstream	Short, medium, and long-term	Pillar 3 – Ensure Alcohol Is Consumed Responsibly
	Excessive consumption of alcohol can impact consumer health.	–	Potential	Low	Downstream	Short, medium, and long-term	
11. Biodiversity and Land	The impact on natural ecosystems due to poorly managed agricultural land and using pesticides/ herbicides and poor cultivation practices leads to habitat loss and degradation, erosion, species loss, air and water pollution, soil, and water contamination.	–	Potential	Low	Upstream and Operations	Short, medium, and long-term	Pillar 1 – Reduce Our Carbon Footprint Pillar 2 – Sustainably Source Our Products & Services
	Carbon negative farming, e.g., cover cropping and carbon sequestration, can support the creation of well managed agricultural land, leading to healthier and more productive ecosystems.	+	Potential	Low	Upstream and Operations	Short, medium, and long-term	
12. Packaging and Circular Economy	Technological innovations in sustainable packaging solutions contributes to the reduction of packaging waste and lowers carbon and the overall environmental impact.	+	Potential	Medium	Upstream, Operations and Downstream	Short, medium, and long-term	Pillar 1 – Reduce Our Carbon Footprint Pillar 2 – Sustainably Source Our Products & Services
	Creating impact on the society and environment by encouraging consumers to dispose of their finished products responsibly.	+	Potential	Medium	Downstream	Short, medium, and long-term	
	Improper controls around the disposal of materials and ineffective use of alternative waste management techniques (e.g. recycle, recover and reuse) can generate waste and if not disposed properly can contaminate the environment and lead to wasteful use of resources.	–	Potential	Low	Upstream, Operations and Downstream	Short, medium, and long-term	
13. Diversity, Equity & Inclusion	Promoting equality, creating unbiased working conditions, and creating equal opportunities for our employees.	+	Actual	Medium	Operations	Short, medium, and long-term	Pillar 5 – Build A More Inclusive, Diverse, and Engaged C&C
14. Economic Performance & Contributions	The direct and indirect impact of an organisation's operations on its stakeholders and the environment through its economic activities and monetary impact.	+	Actual	Medium	Upstream, Operations and Downstream	Short, medium, and long-term	Pillar 2 – Sustainably Source Our Products & Services Pillar 6 – Collaborate With Government, NGOs, and Industry Programmes
15. Community engagement	Engaging and supporting communities through investment programmes, charities and partnerships which uplifts and positively impacts local communities.	+	Actual	Medium	Operations	Short, medium, and long-term	Pillar 6 – Collaborate With Government, NGOs, and Industry Programmes
16. Transparency and Reporting	The impact of applying transparency and best practice reporting principles on ESG performance to how we report to our stakeholders and meeting their expectations.	+	Potential	Medium	Upstream, Operations and Downstream	Short, medium, and long-term	All ESG Pillars
17. Input Raw Materials	Procurement practices that take into account the quantity and quality of materials used in manufacturing leads to more efficient use of materials and reduces the wasteful use of resources.	+	Potential	Medium	Operations	Short, medium, and long-term	Pillar 2 – Sustainably Source Our Products & Services
18. Ethical Business and Resilience	Impact created on all stakeholders as a result of ethical business practices and sustainable and resilient business structures.	+	Potential	Medium	Upstream, Operations and Downstream	Short, medium, and long-term	Pillar 2 – Sustainably Source Our Products & Services
19. Employee Engagement and Relationships	Increased employee productivity and trust due to consistent engagement with employees.	+	Potential	Medium	Operations	Short, medium, and long-term	Pillar 5 – Build A More Inclusive, Diverse, and Engaged C&C
20. Worker Rights, Collective Bargaining and Freedom of Association	Supporting, engaging, and fostering good relationships with Employees so that they are able to practice freedom of association and expression leading to better working conditions.	+	Potential	Medium	Operations	Short, medium, and long-term	Pillar 5 – Build A More Inclusive, Diverse, and Engaged C&C
21. Employee Benefits and Development	Rewarding talent and retaining employees by offering competitive remuneration and through measures that promote professional development, long-term employability, job satisfaction and healthy working culture.	+	Potential	Medium	Operations	Short, medium, and long-term	Pillar 4 – Enhance Health, Wellbeing & Capability of Colleagues

Environmental

Reduce Our Carbon Footprint



Reducing carbon emissions

Science Based Targets Initiative ('SBTi')
In January 2023, the Group had its carbon emission reduction targets validated by the Science Based Targets initiative ('SBTi'). C&C is committed to reducing its Scope 1 and Scope 2 Green House Gas ('GHG') emissions 35% by 2030 from a 2020 baseline year. To achieve our Scope 3 emissions target of 25% reduction by 2030 we have been working with our key suppliers and customers, to ensure that 67% of our suppliers (by spend) will have a validated science-based target by 2026.

Limited Assurance Statement
The Group is committed to reducing its carbon emissions and, whilst it makes every effort to ensure emissions are accurately reported, recognises the need for its performance to be externally assured. The Group was granted limited assurance, as defined by International Standards on Assurance Engagements, for our FY2023 reporting of: Scope 1 and 2 GHG emissions (tCO2e); Water efficiency by water ratio (hectolitres extracted / hectolitres produced); and Lost Time Incident Rate (LTIR, incidents per 100 employees).

In FY2025, the Group will extend this limited assurance to its Scope 3 engagement target that is validated by the SBTi. This target sees C&C Group plc commit that 67% of its suppliers and customers by emissions (measured via a spend-based approach as set out in GHG Protocol for calculating Scope 3 Emissions), covering 77% of purchased goods and services emissions, 65% of upstream transportation and distribution emissions and 50% of downstream transportation and distribution emissions, will have science-based targets by 2026.

Further emphasising the Group's commitment to 'Delivering to a better world' the Scope 1 & 2 carbon emission related Long-Term Incentive Plan will be extended. This was originally rolled out for three years (FY2022, 2023 and 2024) and will be extended to cover FY2025, 2026 and 2027. (More information can be found on pages 136-163 of the Remuneration Committee Report).

Environmental Policy
Continuing our commitment to sustainability, in March 2023 our ESG Board Committee recommended, a new Environmental Policy for the Group. This policy was approved by the Group Executive Committee (Please see CCGroup-EnvironmentalPolicy-FINAL). This policy sets out and reaffirms the Group's commitment to reducing GHG emissions across our operations and supply chain, as well as our commitment to producing and sourcing resources sustainably to play our part in reducing the negative impacts of climate change and biodiversity loss.

The Environmental Policy applies across all Group internal operations, and to management and employees. To ensure continuous progress, and for the purpose of maintaining relevance and effectiveness, this policy is subject to review by the ESG Board Committee every two years.

Target	KPI
Reduce direct operations location-based emissions by 35% by 2030 (Scope 1 and 2)	24% location-based reduction from FY2020 (base year) 35% market-based reduction from FY2020 (base year)
Reduce value chain emissions by 25% by 2030 (Scope 3)	26%% reduction from FY2020 (base year)
C&C's targeted supply chain partners will have science-based targets by 2026	67% of supply chain by emissions committed to science-based targets. At YE2024, we have achieved SBTi commitment covering 48% of our Scope 3 emissions (V's KPI of 45%)

Notes. All emissions are calculated using Scope boundaries as defined by The GHG Protocol. The targets and boundaries were validated via the SBTi in December 2022. C&C has not been directly involved in, or contributed to, carbon removals or carbon storage projects within its own operations nor within its supply chain. Emissions figures disclosed to not include any impact from carbon removals or carbon storage.

Sustainability Report
(continued)

Conservation of Energy

We are committed to transitioning our operations to clean energy sources in line with our carbon reduction targets. The Group continues to utilise renewable energy where possible, in FY2023 we installed Ireland's largest rooftop solar array at our manufacturing facility in Clonmel and confirmed a Corporate Purchase Power Agreement ('PPA') obtaining electricity from the Cronalaght Wind Farm in Donegal. In FY2024, 95% of our total electricity use for the Group was renewably sourced. The electricity used at our main manufacturing sites, Clonmel and Wellpark, comes from renewable sources. Our manufacturing facility in Clonmel generated 1.13MWh of renewable electricity from its solar panels in FY2024. Whilst most of our electricity consumption is renewable; the Group recognises that this only constitutes a proportion of its operational emissions. To mitigate our Scope 1 emissions, the Group has invested heavily in decarbonisation projects in recent years. This includes, but is not limited to, the implementation of electric Forklift Trucks ('FLTs') to our fleet, anaerobic digestion and biogas projects at our Wellpark Brewery, the commissioning of a 1MW heat pump at our Clonmel manufacturing facility, as well as the successful transition of a number of our key depots from diesel to Hydrotreated Vegetable Oil ('HVO').

Scope 1, 2 and 3 emissions

The charts and tables below outline the Group's carbon performance in FY2024. This includes a breakdown of our Scope 1 and Scope 2 (location and market-based) emissions, as well as a breakdown of Scope 3 emissions by category, as defined by the GHG Protocol. The tables also breakdown the source of our emissions, by commodity and location, and present our performance vs FY2023 and FY2020 (Baseline).

Our Scope 3 emissions (including Purchased Goods, Use of Sold Product, End of Life Treatment, and other indirect emissions) account for 95% of C&C's total emissions.

The Group recognises the challenges in reducing its indirect emissions and has been working hard to mitigate these. C&C is part of the CDP (Carbon Disclosure Project) Supply Chain Screening Programme, where we work closely with key supply chain partners, requesting them to disclose climate-related information, allowing us to better understand the environmental impacts of our supply chain. We are strongly encouraging our supply chain partners to disclose their carbon footprint via CDP as C&C has done since 2010.

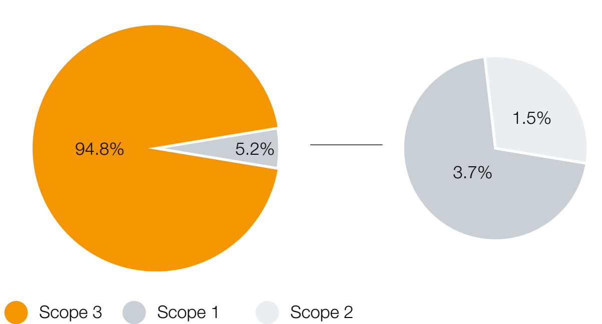
Below is a selection of charts and tables which present a breakdown of the Group's carbon emissions and Energy Consumption for FY2024.

Sustainability Report, Table 1: Scope 1,2 & 3 Carbon Emissions (tCO_2e)

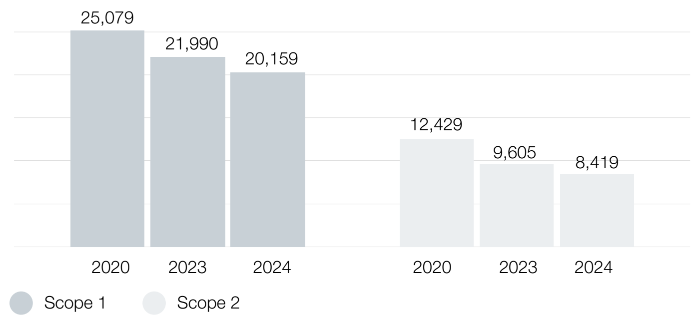
Environment	FY2020 (Baseline) Tons of CO_2e	FY2023 Tons of CO_2e	FY2024 Tons of CO_2e	Change vs FY2023 %	Change vs Baseline %
Carbon Emissions					
Scope 1	25,079	21,990	20,159	-8%	-20%
Scope 2 (Location-Based)	12,429	9,605	8,419	-12%	-32%
Scope 2 (Market-Based)	6,238	588	266	-55%	-96%
Scope 3	705,000	555,847	518,545	-7%	-26%
Scope 1 & 2 (Location-Based)	37,508	31,595	28,578	-10%	-24%
Scope 1 & 2 (Market -Based)	31,317	22,578	20,425	-10%	-35%
Total Carbon Footprint (Location-Based)	742,508	587,442	547,123	-7%	-26%
Total Carbon Footprint (Market-Based)	736,317	578,425	538,970	-7%	-27%

Note. The Location-based Scope 2 emissions figure is calculated using standard grid electricity factors for each country where we operate. The Market-based emissions calculations reflect the carbon avoidance impact of using electricity from certified renewable sources and from our own solar generation.
Definitions:
Scope 1: Direct emissions from our own operations.
Scope 2: Indirect emissions from our purchased energy (mainly electricity).
Scope 3: Including supply chain, customer use of our products, and other indirect emissions.

FY2024 Carbon Footprint (tCO_2e)



Scope 1 and 2 Emissions (Location Based) tCO_2e



Sustainability Report, Table 2: Emissions Intensity

Environment	FY2020 (Baseline)	FY2023	FY2024	Change vs FY2023	Change vs Baseline
Intensity					
Net Revenue (Eu Million)	1,719	1,689	1,661	-2%	-3%
Scope 1 and 2 tCO_2e per M EURO (Location Based)	21.82	18.71	17.21	-8%	-21%
Total Carbon Footprint (Location-Based)	431.94	347.80	329.39	-5%	-24%
Scope 1 and 2 tCO_2e per M EURO (Market Based)	18.22	13.37	12.30	-8%	-33%
Total Carbon Footprint (Market-Based)	428.34	342.47	324.49	-5%	-24%

Sustainability Report, Table 3: Scope 1 & 2 Carbon Emissions per site (tCO_2e)

	Ireland	Scotland	Matthew Clark	Frutissima	Group Fleet & Offices	Total C&C FY2024	Total C&C FY2023	Total C&C FY2020 (Baseline)	Change vs FY2023	Change vs Baseline
Scope 1 (Tons of CO_2e)	4,504	10,506	3,558	1,591	-	20,159	21,990	25,079	-8%	-20%
Scope 2 – Location based figure (Tons of CO_2e)	3,975	3,379	857	208	-	8,419	9,605	12,429	-12%	-32%
Scope 2 – Market based figure (Tons of CO_2e)	54	-	4	208	-	266	588	6,238	-55%	-96%
Scope 1&2 – Location Based (Tons of CO_2e)	8,479	13,885	4,415	1,799	-	28,578	31,595	37,508	-10%	-24%
Scope 1&2 – Market Based (Tons of CO_2e)	4,558	10,506	3,562	1,799	-	20,425	22,578	31,317	-10%	-35%

Sustainability Report, Table 4: Scope 3 Emissions Breakdown

Environment Breakdown of Scope 3 emissions:	FY2020 (Baseline)	FY2023 Scope 3 – Tons of CO_2e	FY2024	Change vs FY2023 %	Change vs FY2020 %
Purchased Goods (Total for CDP)	**473,903**	**383,186**	**361,034**	**-6%**	**-24%**
Agriculture	39,066	33,750	30,436	-10%	-22%
Brewing Ingredients	31,034	20,088	19,344	-4%	-38%
Packaging	59,730	53,270	47,796	-10%	-20%
Distributed Product	344,073	276,078	263,458	-5%	-23%
Capital Goods		10,047	8,879	-12%	-
Investments		555	518	-7%	-
Fuel (Not in S1&S2)	6,954	7,164	5,823	-19%	-16%
Upstream Transport	16,819	48,698	40,075	-18%	138%
Waste	2,880	1,411	1,327	-6%	-54%
Business Travel	1,845	1,100	1,162	6%	-37%
Employee Commuting	2,559	2,225	2,194	-1%	-14%
Downstream Transport	26,776	37,819	37,150	-2%	39%
Total – Use of Sold products	**135,843**	**51,756**	**49,268**	**-5%**	**-64%**
Use – Own Products	34,347	10,733	10,614	-1%	-69%
Use – Distributed Products	101,496	41,023	38,654	-6%	-62%
Total – End of Life Treatment	**37,422**	**11,886**	**11,115**	**-6%**	**-70%**
End of Life – Own Products	8,372	1,631	1,451	-11%	-83%
End of Life – Distributed	29,051	10,255	9,664	-6%	-67%
Full Group Emissions					
Total Scope 3 Emissions	**705,000**	**555,847**	**518,545**	**-7%**	**-26%**

Sustainability Report
(continued)

Sustainability Report, Table 5: Streamlined Energy and Carbon Reporting (SECR)

Total Full Group Emissions	Current reporting year Tonnes CO_2e (FY2024) UK	Non-UK	Total	Previous reporting year Tonnes CO_2e (FY2023) UK	Non-UK	Total
Scope 1	14,064	6,095	20,159	14,336	7,654	21,990
Scope 2 (Location-based)	4,236	4,183	8,419	4,494	5,111	9,605
Scope 2 (Market-based)	4	262	266	162	426	588

Energy Consumption Breakdown

Sustainability Report, Table 6: Energy Consumption Breakdown (MWh (megawatt hours))

Environment	FY2020 (Baseline) MWh	FY2023 MWh	FY2024 MWh	Change vs FY2023 %	Change vs Baseline %
Energy Consumption Breakdown					
Natural Gas	88,630	79,232	67,861	-14%	-23%
Liquefied Natural Gas	5.591	0	0	-	-
Liquefied Petroleum Gas	2,332	3,844	4,047	5%	74%
Diesel	33,257	25,675	26,739	4%	-20%
Petroleum	450	1,303	1,171	-10%	160%
HVO	0	3,635	4,435	22%	-
Kerosene / Fuel Oil	65	209	204	-2%	214%
Biogas	83	4,778	3,641	-24%	4,287%
Non-Renewable Electricity	26,664	3,623	2,849	-21%	-89%
Renewable Electricity	14,737	36,844	33,623	-9%	128%
Total Non-Renewable Energy Consumption	**156,989**	**117,521**	**107,257**	**-9%**	**-29%**
Total Renewable Energy Consumption	**14,737**	**36,844**	**33,623**	**-9%**	**128%**
Total Energy Consumption	**171,726**	**154,365**	**140,880**	**-9%**	**-15%**
Total Scope 1	**130,325**	**113,898**	**104,408**	**-8%**	**-20%**
Total Scope 2	**41,401**	**40,467**	**36,473**	**-10%**	**-12%**
Out of Scope (Biogas)	**83**	**4,778**	**3,641**	**-24%**	**4,287%**

Sustainability Report, Table 7: Summary of Energy Mix

Energy Consumption & Mix	FY2024 (MWh)
1. Coal	-
2. Crude oil/petroleum products	32,162
3. Natural gas	67,861
4. Other non-renewable sources	-
5. Nuclear products	-
6. Acquired electricity, heat, or steam from non-renewable sources	1,718
7. Total non-renewable sources (MWh) sum of 1-6 above	**101,741**
Share of non-renewable sources in total energy consumption (%)	**70%**
8. Fuel consumption from renewable sources (e.g. biogas, HVO)	8,026
9. Consumption of acquired electricity, heat, or steam from renewable sources	33,623
10. Consumption of self-generated electricity from renewable sources	1,131
11. Total renewable energy consumption (MWh) sum of 8-10 above	**42,780**
Share of renewable sources in total energy consumption (%)	**30%**
Total energy consumption (MWh) sum of 7 & 11	**144,521**

Carbon Commentary

Initiatives – developed and implemented

Initiative	Progress	Targets
Science Based Target Initiative ('SBTi')	C&C Group's emissions reduction targets received independent validation and approval by the SBTi in January 2023. The Group has put in place various decarbonisation initiatives in the last FY, aimed at tackling our Scope 1 and 2 emissions. This includes, reinsulation of hot liquor tanks, steam network rationalisation and Brewhouse "Clean in Place" (CIP) reduction. In FY2024 the Group exceeded its Scope 1 and 2 (location based) carbon reduction target of 4.0%p.a., in line with our validated science-based target, with carbon emissions down 10% vs FY2023. This brings our total Scope 1 and 2 carbon reduction (vs our FY2020 baseline year) to 24%. The Group is on track to meet its Scope 3 science-based supplier engagement target. C&C has been working hard with its key suppliers to encourage them to set science-based targets. C&C has held webinars with key suppliers, in partnership with CDP, as well as held collaborative discussions with suppliers sharing best practices around sustainability. Our key partners operate at all stages of the supply chain, from raw materials to finished goods. 48%% of the Group's suppliers currently have a science-based target in place. (v FY2024 Target of 45%) We understand the scale of the challenge in converting the remaining 19%, to achieving our science-based target.	C&C is committed to reducing absolute Scope 1 and Scope 2 GHG emissions by 35% by 2030 (versus FY2020 base year). To achieve the target of reducing Scope 3 emissions by 25% (versus FY2020 base year) by 2030, the Group has also committed that suppliers and customers making up 67% of Scope 3 emissions (Purchased Goods, Downstream Transport and Use of Sold Goods) will have science-based targets in place by 2026. C&C will continue to engage with its key suppliers throughout the course of FY2025 to progress this commitment.
Energy Conservation	Summary of Energy Conservation Projects implemented in FY2024: • Heat Pump installed at our Clonmel manufacturing facility • Air compressor with variable speed drive • Spent grain transfer – smart air injection • Steam network rationalisation • Brewhouse "Clean in Place" (CIP) reduction • Reinsulating of hot liquor tanks	We will continue to install energy conservation projects at sites across C&C Group in the next financial year.
Fleet Decarbonisation	C&C Group is committed to transitioning to a low-carbon world. Operating as a distributor, as well as a manufacturer and marketer, a significant amount of our emissions are fuel-based. The Group understands the negative impact fossil fuels have on our climate and is committed to transitioning to lower carbon alternatives where feasible. The delivery vehicles at two of our major depots, in Bedford and Runcorn, are powered by HVO. This has saved over 1,000 tCO2e in FY2024 alone. During FY2024 we began transitioning more of our delivery vehicles, at our Thornliebank depot, to run on HVO. The Group also has four 18-tonne electric HGVs in operation, following successful trials across our distribution network in FY2023. We are adopting a phased approach to the implementation of EVs (Electric Vehicles), shifting delivery vehicles to HVO in the interim as the technology and cost competitiveness of electric vehicles improves. Our new flagship depot in London, Orbital West, will use a mixture of Electric HGVs and HGVs powered by HVO. This will ensure sustainable deliveries in the heart of the country. Our planned rollout of Electric HGVs and HVO-powered HGVs will continue into FY2025.	Continue to transition depots from diesel to HVO, combining this with the purchase of electric delivery vehicles as the technology develops and becomes more cost competitive.

Sustainability Report
(continued)

Initiative	Progress	Targets
Out of Plastics	All the Group's canned product continues to be packaged in fully recyclable cardboard, which removes more than two hundred million plastic rings form the environment per annum. The investment in our more sustainable packaging recognises the future market changes including the Deposit Return Scheme ('DRS') introduction in Ireland on 1 February 2024 and, planned for the UK in October 2027 alongside new fees associated with Extended Producer Responsibility. (EPR) from 1 January 2025.	Continued commitment to sustainable packaging and exploration of circular economy opportunities to improve reuse and recycling across the Group.
FT Europe's Climate Leaders 2024	For the fourth year in succession, C&C has been identified, by the Financial Times and leading research agency Statista, as being one of the most ambitious European companies in reducing their greenhouse gas emissions relative to their revenue.	Maintain position as an ambitious Climate Leader in Food and Beverage category of FT's Climate Leaders 2025.
Morgan Stanley Capital International ('MSCI) ESG Ratings	C&C has retained its 'AA' rating for the second year in a row. The Group is categorised in the top 30% of beverage companies and scored particularly strongly for our initiatives to reduce carbon intensity across our value chain.	Maintain MSCI ESG rating of 'AA' in FY2025.
VIBES – Best Large Business Winner	Tennent Caledonian Breweries were the Best Large Business Winner at the 2023 VIBES (VISION IN BUSINESS ENVIRONMENT SCOTLAND) Scottish Environment Business Awards. The award recognises businesses that best demonstrate what is good for the environment and business.	Continue to seek opportunities to evidence our leadership in sustainability by identifying and entering relevant, credible sustainability awards.

Sustainable Logistics As we provide our customers with a complete drinks distribution service with our own fleet, transportation makes up a significant part of the Group's Scope 1 and 2 emissions. In addition to the initiatives the Group has implemented over the past years, e.g. our Group-wide logistics forum which is used to share best practice and our fleet management platform Microlise which helps reduce fuel consumption and drive efficiency, the Group continues to make considerable efforts to reduce its transport related emissions. Our 'Fleet Decarbonisation Transition Plan' focusses on utilising a range of technologies and processes to meet our ambitious carbon reduction targets. The ten-year plan prioritises measures including Continuous Improvement initiatives, alternative and decarbonising fuels, as well as a transition to battery electric vehicles (BEVs) and hydrogen vehicles (HVs) when infrastructure and equipment is commercially available. As a Group, we are exploring all tools and technologies available to reach our carbon reduction targets in fleet decarbonisation.

We continue to require all new vehicles, leased, or purchased, to meet the EURO 6 standard – 93% of our fleet are currently EURO 6. We also amended vehicle specification (by for example, applying the Direct Vision Standard for heavy goods vehicles which assesses and rates how much the driver can see directly from their cab in relation to other road users). We have four electric heavy goods vehicles currently and plan to add a further four in FY2025.

In the next five years our plan is to convert our depots with bulk tanks to Hydrotreated Vegetable Oil (HVO) – this will reduce diesel consumption/carbon emissions by c.60% from the fleet. To date, our Runcorn and Bedford depots have been successfully transitioned to HVO, completely removing diesel from the sites, and reducing emissions by c.90% (1,000 tonnes).

Case Study: Orbital West

In February 2024, C&C launched operations from our new and improved distribution depot in London, Orbital West. The project demonstrates action taken to embed our core values identifying employee inclusion, health and safety, environmental considerations, and operational excellence as fundamental components.

This flagship facility underlines the Group's significant investment in increased capacity and ongoing commitment to industry-leading customer service for London and the surrounding areas, as well as significantly contributing to our wider carbon reduction programme and sustainability agenda.

Situated near Heathrow Airport, our 113,600 sq. ft facility is 40% larger than our previous London depot and is set to create a number of local job opportunities. We are continuing our powerful partnership with Big Issue Recruit to place people who may have previously faced barriers in joining sustainable employment into C&C transport and warehouse roles.

Accommodating our diverse workforce which constitutes many nationalities and religious beliefs, Orbital West offers a private multi faith room, where employees can pray in a dedicated area, complete with Wudu facilities. The toilets, showers and changing areas have been designed to ensure the environments are welcoming and inclusive for all.

The site's environmental credentials directly support our ESG strategy of 'Delivering to a Better World' and include:

- Roof solar panels to provide 185,000 kwh per annum, equivalent to 30% of the consumption of the previous London depot
- Twenty-six internal combustion engine vehicles transitioning to HVO as a primary fuel, resulting in a reduction of over 350 tonnes of CO2 emissions from London operations
- The introduction of 4 18-tonne electric HGVs zero emission vehicles in FY2025
- Electric charging stations for both HGVs and employee cars

Product Quality and Safety

As part of our commitment to "Respect people and the planet," the safety, authenticity, legality, and quality of our products, is fundamental to our ongoing business operations. From our use of the finest Scottish malted barley and fresh highland water from Loch Katrine to our sourcing of apples from across Ireland, and working with the finest wine suppliers globally, quality is at our core.

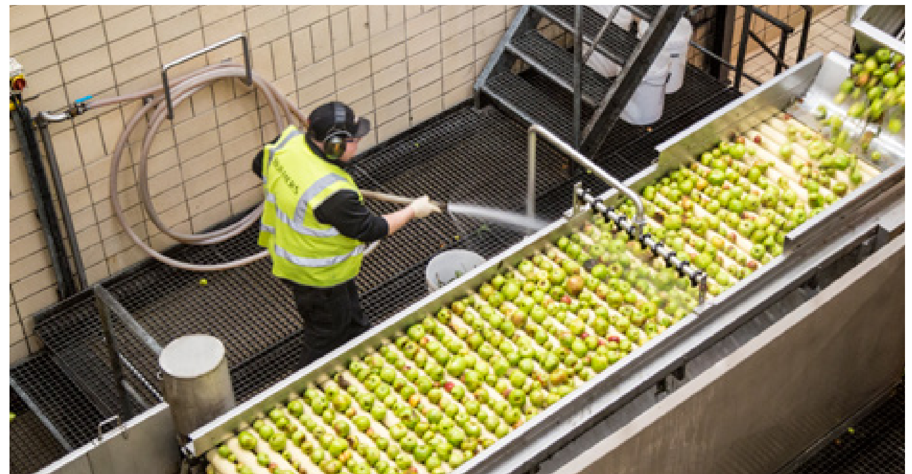
Supported by a Group Technical function, in line with global best practice, C&C have implemented quality control and technical systems across all manufacturing sites. Compliance monitoring ensures adherence and identifies areas for improvement achieved through objective setting that supports the overall business strategy.

We actively and consciously source and procure raw materials, third-party products, and services in an ethical, sustainable, and socially conscious way, with quality agreements in place that set out minimum acceptable standards.

We continue to track product safety and quality and strive to make improvements to working conditions and environmental performance across the group and our supply chain. We audit compliance against our standards and monitor the ethical and environmental compliance of our suppliers using the SEDEX (Sedex Members Ethical Trade Audit – SMETA) and Qadex systems. Our manufacturing sites undergo routine ethical audits in accordance with the Ethical Trading Initiative (ETI) code, as a requirement of our SEDEX membership. Audit reports are shared on the SEDEX platform, which includes data on labour rights, health and safety, environmental practices, and business ethics.

The Group annually tests business continuity processes and procedures, to protect customers, consumers, and the communities in which we operate. Our processes and procedures meet global best practice guidelines, regulatory requirements, and the advice of local health authorities to ensure the quality, safe production, and distribution of the Group's products.

Sustainability Report
(continued)



In February 2024, the Group worked with RQA, a leading product risk consultancy, to undertake a mock product recall exercise across our Wellpark and Clonmel sites. This demonstrated that our processes are sound and provided insights into how we can further improve our approach. These improvements are being incorporated into our ways of working. Our Clonmel and Matthew Clark sites continue to be ISO14001 accredited for effective environmental management systems. Wellpark is currently going through the process to secure ISO14001.

Our Wellpark and Clonmel manufacturing sites have the highest standard of BRCGS accreditation of AA+ achieved in March and October 2023, respectively. During the year, the Group were audited by the Soil Association to maintain our licence to import and sell organic products and passed with zero-non-conformances. Further retailer audits were carried out at Clonmel and Wellpark to ensure that we maintain the highest standard in systems and processes. The sites also undergo retailer audits for manufactured products, as well as FEMAS (Feed Materials Assurance Scheme) (animal feed) and AOECS (Gluten Free products) certification.

Water Optimisation and Conservation

As part of our sustainability commitment, we remain committed to reducing our water usage. C&C Group has a water efficiency target of 3.4:1 (Water Ratio of hectolitres extracted versus hectolitres produced). In FY2024, via a combination of continuous improvement activity to engage team members and projects that reduce our carbon footprint that also support water reduction (less process steam used = less water required), the Group achieved a water-efficiency ratio of 3.2:1. Since 2020 (base year), water usage at both Wellpark and Clonmel has reduced (21% and 23% respectively).

Initiatives that have contributed to our strong water ratio performance include condensate recovery, rinse recovery and the introduction of air rinsing to the Wellpark can line, as we have already installed in Clonmel.

In addition, Anaerobic Digestion (water treatment) plants are fully operational at both Wellpark and Clonmel and have reduced our sites' wastewater emissions and improved the quality of our wastewater discharged by c. 90%.

In FY2024, C&C again participated in the CDP Water Security questionnaire and achieved a C rating.

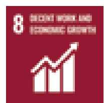
Waste Minimisation and Circularity

Across our manufacturing sites, C&C Group has maintained a commitment to Zero Waste to Landfill. Our waste management policy is guided by a waste hierarchy approach, prioritising prevention, reuse, and recycling where possible. In our manufacturing sites, waste materials are source-segregated, and in all operations waste minimisation and prevention is prioritised. We routinely monitor our waste streams for contamination and target improvement through our waste KPIs.

100% of our manufacturing by-products are recycled for use as animal feed or organic compost. Over 20,000 tonnes of spent grain and apple pomace were used as animal feed, with the remainder of our waste either recycled or sent for energy recovery. 100% of our products are sold in containers that can be recycled and 28% is already in returnable formats.

In 2022, as part of a Scottish Government funded initiative, Tennent's conducted a Circular Economy Assessment with Zero Waste Scotland ('ZWS') and leading environmental consultancy, Eunomia. The results of this assessment have shaped our Group approach and as part of our continued commitment to circular economy principles, the Group is exploring further circular opportunities in our operations and to develop a pathway towards adoption and implementation of those opportunities. ZWS profiled a case study of the work with Tennent's on their website in February 2024.

Sustainably Source Our Products & Services



Collaboration with our Apple and Barley Growers

C&C Group is committed to sourcing our raw materials from local sustainable sources. All apples crushed at the Clonmel site to produce Bulmers and Magners cider are sourced from the Island of Ireland. As well as having 165 acres of our own orchards in Co. Tipperary, there are over fifty partner growers on the Island, with whom we work closely. The health and sustainability of the Irish apple growing sector is therefore central to C&C's strategy. A key aspect of apple orcharding is the health of the population of bees and other pollinating insects. As part of our commitment to protect the biodiversity of bees, C&C is a patron of the All-Ireland Pollinator plan and patron of the South Tipperary Bee-Keepers Association who carry out activity on the protection and promotion of the species in our Redmonstown Orchard, where we maintain over 13km of healthy hedgerows to support the bee and pollinator population and maintain strong biodiversity in the area.

We also recognise that, since our products are based around agricultural inputs, investment in techniques which increase yields for our apple growers also serves to provide greater resilience in our supply chain – for example, diversification of crop varieties helps to minimise risks relating to variable weather patterns and harvests.

In Scotland, our Tennent's beers are brewed using 100% Scottish malt. We seek to support the growers of our key raw materials such as barley and wheat through long-term supply arrangements, with sustainability a key consideration. Malting barley is only purchased from farms with current and up-to-date, independently audited farm assurance schemes. 75% supply of malt is Food Standard Agency (FSA) Gold accredited and the balance is Red Tractor assured, which ensures the best environmental practices are adhered to.

Supply Chain Engagement

At C&C Group, integration of ethical and sustainable practices to our procurement processes contribute to the delivery of our three core values. Analysing procurement processes through the lens of ESG identifies risks (modern slavery, human rights violations, and corruption) and opportunities (ethical practices, supply chain resilience and waste reduction) enabling optimisation of systems. Our Ethical and Sustainable Procurement ('E&SP') Strategy is underpinned by our E&SP Policy, to ensure supplier alignment, with proactive engagement with our supply chain a priority. We ask that suppliers comply with C&C Group's Code of Conduct and Modern Slavery policy as a prerequisite of trade. To support delivery C&C Group have created a E&SP Steerco comprising

Sustainability Report
(continued)

cross departmental collaboration and the expertise of an external consultant to generate a five-year roadmap designed to enable C&C Group to be a leader in this field by 2029, and support and guide our supply chain to align with our practices and values.

Initiative	Progress	Targets
Ethical and Sustainable Procurement ('E&SP') Strategy	Code of Conduct / Modern Slavery compliance.	Undertake E&SP benchmarking review with external consultants to create organisational roadmap to move beyond compliance to leadership by 2029. E&SP KPIs: • Code of Conduct / Modern Slavery compliance – 93% achieved versus 100% target • CDP Supplier Screening 67 suppliers signed up versus a target of 55. (48% of Scope 3 emissions versus target of 45%)
CDP Supply Chain Engagement Programme	CDP awarded C&C Group plc an A- rating for Supplier Engagement, acknowledging our performance on governance, targets, scope 3 emissions, and value chain engagement in the CDP climate change questionnaire.	Engage strategic supply chain partners in CDP and request that they disclose climate-related information to allow us to use the reported data to measure supplier environmental impacts and collaborate with them to track progress of sustainability goals and/or commitments. The Group will again deliver a CDP Supplier Webinar in FY2025 to support suppliers in their disclosure.
ISO 14001	The Group has achieved the ISO 14001 certification for its Clonmel, Matthew Clark (Whitchurch, although scope covers all vehicle emissions including commercial fleet and all waste and packaging requirements) and Bibendum sites.	Maintain ISO 14001 certification and extend to additional sites. Wellpark are in the process of attaining accreditation.
MSCI ESG Ratings	Progression in ranking to AA (Jan 2023) versus A (Feb 2022)	Maintain AA rating in FY2025.

Bibendum Wine

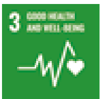
At Bibendum, furthering our sustainability agenda is a question of culture – ensuring the right decisions are made at every big and small step of the way. Bibendum's Vivid charter was founded in 2008, and we are one of the few UK drinks businesses with ISO 14001 accreditation, first awarded in 2011.

Bibendum partners with mindful producers, while pursuing a positive impact on the planet and communities. Collaboration focuses on practices such as organic and biodynamic viticulture, ISO 14001 certification, carbon emission reduction, water management, waste reduction and recycling, and ethical working conditions.

There is a consistent focus on sustainability throughout our events and communications in the year. Bibendum has recently joined the Harpers Sustainability Charter as a Sustainability Champion, and the Sustainable Wine Roundtable. Both membership organisations provide a greater opportunity for knowledge sharing and collaboration across the wine producing supply chain.

Social

Ensure Alcohol Is Consumed Responsibly



Alcohol Awareness

At C&C Group plc we acknowledge the key role we play in social responsibility in the local communities we serve. We are 100% committed to the responsible marketing of alcohol and promoting the moderate consumption of the products we manufacture and distribute, to ensure they are enjoyed safely by consumers.

In March 2024, the C&C Board approved the Group's Responsible Marketing Code (RMC). (Please see www. Policies & Terms – CC (candcgroupplc.com)). This sets out our commitment to responsible marketing, guiding every aspect of our marketing activities including but not limited to research and development, communications, promotion, sponsorship, experiential, sampling, and packaging. Central to the RMC is ensuring that all our marketing activities are only ever directed at adults over the legal purchasing age (LPA) in the relevant territory, and to encourage the moderate consumption of our products.

The RMC is mandatory for all our marketing, sales, promotion, and communications activities for both the brands which we own, but also for third-party brands where we control (and are responsible for) the marketing of such brands.

Minimum Unit Pricing ('MUP')

C&C Group plc are committed to the responsible promotion of alcohol. We have been strong supporters of Minimum Unit Pricing since proposals were first raised in 2011. We believe that minimum unit pricing, as part of a range of health measures, is an important step in tackling the availability of strong cheap alcohol, irresponsible consumption among a minority of drinkers, and alcohol harm. In FY2024, the Group participated in the Scottish Government's review of MUP and advocated its continuation post sunset clause. We continue to support the introduction of MUP in all the territories where we operate.

Promoting 0%, Low Alcohol & Low-Calorie Variants

Recognising the evolving trends around consumer moderation and reduced consumption, C&C has introduced low/no alcohol and low-calorie variants of its core brands. This is supplemented by the Group offering a broad range of third-party low/no alcohol and low-calorie variants to meet increasing customer and consumer demand.

Sustainability Report
(continued)

Reductions in Alcoholic strength By Volume ('ABV')

The Group recognises that consumers are increasingly choosing lower ABV beers and ciders as part of a healthy lifestyle and, as a result, has taken the decision to reduce the ABV of some of its brands: Tennent's Light (3.5%-3.4%), Tennent's Special (3.5%-3.4%) and Heverlee (4.8%-4.4%). Reducing the alcohol content of some of our brands will also help remove tens of thousands of alcohol units across the UK and Ireland, aligned to our long-held commitment to promoting moderation.

Alcohol Labelling

Consistent with our commitment towards responsible alcohol consumption, and to ensure that consumers are provided with the full information on our products, we continue to work to display Portman Group Best Practice Labelling on the primary packaging of our major beer and cider brands in the UK, including.

- Unit alcohol content per container
- Pregnancy logo/message
- Active signposting to Drinkaware.co.uk
- Chief Medical Officers' Low Risk Drinking Guidelines 2016
- Calorie information
- 18+
- Drink drive warning
- Pregnancy warning

In Ireland, the Group continues to work to meet the labelling requirements of the Public Health (Alcohol) Act requirements by 2026.

Alcohol Awareness Training

C&C is 100% committed to the responsible promotion of alcohol and adherence to all legislation, and the self- and co-regulatory codes in the UK and Ireland. All C&C colleagues working in marketing, communications, corporate affairs, and legal functions undertake mandatory training on the CAP/BCAP and the Portman Group Codes of Practice in the UK and CopyClear in Ireland, every two years. This builds colleague capability, protects our license to operate, our brands' reputation and, most importantly, our consumers and society. All new colleagues, in marketing, communications, corporate affairs and legal functions, should undertake the training within three months of starting their role. During FY2024, all c120 Marketing, Communications and Group Legal colleagues at C&C completed this training. Updated responsible marketing training will be rolled out to all relevant colleagues again in FY2025.

The Group also partners with leading alcohol charity, Drinkaware, to provide our colleagues with access to e-learning resources to improve alcohol awareness and understanding. The training is designed to support colleagues' health and wellbeing and ensure a safe working environment.

Target zero instances of non-compliance with industry and regulatory marketing codes.

In November 2023, following an audit at Clonmel, the Health and Safety Executive (HSE) Ireland found C&C in breach of regulations around claims on Magners bottle labelling that our Irish Ciders are made with apples "Harvested from our sun-drenched orchards in the heart of Co. Tipperary". HSE also questioned our communications stating that our ciders are "Suitable for Celiacs." The Group has worked with HSE on actions and timings to resolve this non-compliance.

Supporting Drinkaware and Drinkaware.ie

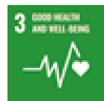
We include "Drinkaware" & "Drinkaware.ie" and responsible drinking referencing prominently on all our owned brand communications (including TV, out of home, social media and on our sponsorship media assets) in the UK and Ireland.

Portman Group

C&C continue to support Portman Group, the social responsibility body and regulator for alcohol labelling, packaging and promotion in the UK, whose aim is to deliver higher standards of best practice and ensure the responsible marketing and promotion of alcoholic products.

The Group accesses Portman Group services including training and advice on how to market in line with Codes of Practice and research into alcohol trends. C&C participates fully in all Portman forums including Council and Public Affairs Directors meetings and supports their work on key industry initiatives including launch of Alcohol Alternatives Guidance – publicly welcomed by Public Health Minister Dame Andrea Leadsom MP and responses to Government consultations including Scottish Government Alcohol Marketing Restrictions, Minimum Unit Pricing Price Review and UK Government low and no product descriptors consultation.

Enhance Health and Safety, Wellbeing & Capability of Colleagues



Our main priority will always be the health, safety, and wellbeing of our employees; recognising the key importance of delivering better safety standards and improving the wellbeing of our colleagues. C&C Group prioritise the continual improvement of occupational health and safety standards. Establishing a positive health, safety and wellbeing culture is essential to protect workers and uphold productivity.

Safety First

At C&C Group, our Health and safety vision is that all colleagues are 'safe home every day.'

To help improve Health and Safety across the Group, we set KPIs to reduce both Reporting of Injuries, Diseases and Dangerous Occurrences Regulations ('RIDDOR') and Lost Time Incident Rate ('LTIR'), for employees, agency staff and contractors, by 10% (versus FY2023). We failed to achieve these KPIs in FY2024. Tracking shows that the highest incidence of C&C RIDDOR and LTIRs again occurs in Warehousing and Distribution sites across the Group, and we have seen an increase in both RIDDORs and LTIRs at Clonmel, however Wellpark Brewery has set a record number of days since having an LTIR..

To restore service levels across our depot network following the significant challenges and disruption associated with the implementation of our Enterprise Resource Planning ('ERP') transformation in February 2023 in the Matthew Clark and Bibendum ('MCB') business, has seen a continued overreliance on agency colleagues, contributing to C&C again missing to hit our RIDDOR and LTIR KPIs.

	FY2023 Base	Restated KPI (10% reduction)	Performance FY2024
Reduce by 10% YOY (Year Ove– Year) -– RIDDOR - Reporting of Injuries, Diseases and Dangerous Occurrences Regulations (incidents per 100,000 hrs)	0.65	0.59	1.10
Reduce by 10% YOY–- LTIR - Lost Time Incident Rate (incidents per 100 employees)	0.15	0.14	0.18

Sustainability Report (continued)

In FY2024, across the Group we reported 62 RIDDORs and 61 LTIRs. C&C has experienced no work-related fatalities during FY2024.

To drive improvement in our Safety Culture to ensure safety always comes first, in FY2024 a number of initiatives were introduced including Group H&S Committee is now held monthly, implementation of Safety Champions within logistics network, working to ensure compliance with ISO 45001 standard, Toolbox Talks and Safety Hours.

The Group continues to review and implement H&S Standard Operational Procedures (SOP) across all sites. These mandate regular health and safety risk assessments to systematically identify and evaluate potential impact of operational tasks or conditions on employees' health and safety. Elements of risk assessment to be credited include:

1. description of hazards or risk factors identified to have the potential to cause harm and determining the significance of the risks.
2. periodic review of risks to reflect the latest risks and health and safety environment in the business.
3. presence of a preventive and corrective action plan in the form of steps and/or recommendations that an organization needs to take to effectively prevent and address the risks identified, mapped & evaluated in risk assessments.

Each site has a documented Emergency Evacuation plan, which is trained to each team member (during induction and throughout the year), emailed to all team members who may visit sites and displayed in communal areas. A training matrix is in place for all roles.

Accident, hazard and near miss reporting is trained across the sites, with QR codes available to capture incidents. A Compliance Schedule (detailing audits and checks completed) is in place across Group sites, outlining what is required weekly, monthly, six-monthly, and annually, for the site to remain compliant.

A contractor management process is currently being developed for roll out in FY2025. Safety team hold insurance documents, job and location specific risk assessment and method statements. This process will include a contractor and visitor induction to be delivered to each individual contractor annually.

To achieve our "safe home every day" vision across the Group, a monthly Group H&S Committee is in place, chaired by the Chief Executive Officer and attended by Group Executive Committee members including Chief Operating Officer, Chief Commercial Officer, Chief Financial Officer and the Group Company Secretary together with the Group Director of H&S, Head of Internal Audit, CS&L Director and Manufacturing Director.

Each C&C site has their own Safety Committee, which feeds into the Group H&S Committee.

A new Group Director of H&S joined C&C in April 2024. This role reports directly to the CEO and attends Group Executive Committee meetings, where H&S is a standing agenda item.

With our continued focus on ensuring consistency and rigor in our sustainability reporting processes, C&C Group has adopted the GRI standard for Occupational Health and Safety reporting across all business areas including manufacturing, logistics and support functions.

During FY2024, using this methodology, the group lost time injury frequency rate was 3.69 based on 200,000 hours worked. The reportable injury frequency rate was 1.83 based on 200,000 hours worked.

Health and safety continues to be the first priority of the Group and with this new baseline in reporting and our ongoing focus and initiatives, we aim to achieve at least a 10% reduction in both lost time and reportable injuries in the coming year.

Health & Wellbeing

Health and wellbeing external support systems
Colleagues across the Group have ongoing access to Employee Assistance and Occupational Health programmes. In addition, colleagues have 365, 24/7 access to free and confidential mental health wellbeing support programmes via external specialist providers.

In Ireland, colleagues can access Health Screening Plus which offers on site employee health screening and lifestyle assessments. In the UK, we have launched C&C's Aviva DigiCare+ Workplace, a free employee healthcare benefit. Accessed via an app, colleagues can access five different services: an annual Health Check, Digital GP, Second Medical Opinion, Mental Health Consultation and Nutritional Consultation.

During the year, free 'flu and Covid jabs were again offered to all colleagues across the Group.

Employee Resource Groups ('ERG')

C&C has two Group Executive Committee-sponsored Employee Resource Groups, to enhance our Health and Wellbeing efforts in key areas identified by colleagues:

Physical–Health - how we prioritise our physical wellbeing during times of stress and different ways of working.	**Mental–Health - to ensure no colleague faces a mental health problem alone.**

These employee-led, voluntary groups aim to foster a diverse, inclusive, and equitable workplace. The ERGs also aim to create a sense of belonging by inspiring conversations, while bringing new ways to look at issues and deliver innovative solutions. Each ERG is sponsored by a Group Executive Committee member, to create and deliver these critical areas with their ERG Members. In FY2025, we will conduct a review of our ERGs as part of the new two-year DE&I (Diversity, Equity, and Inclusion) Plan and feedback from our employee engagement survey.

Mental Health First Aiders (MHFA)
C&C Group collaborated with JB Partners, accredited Instructor Members with MHFA England to introduce MHFA into the business. Our previous target to train 150 employees has been attained with a retention of c.120. Recognising our dedicated MHFA require continual support, C&C Group will provide MHFA refresher training in 2024 for those who feel they would benefit.

Our MHFA volunteers provide initial help to any colleague who is developing a mental health problem or experiencing a worsening of an existing mental health problem. This first aid is given until appropriate professional support is received or until the crisis resolves.

The role of our MHFA is to:
- Raise awareness of wellbeing activities and initiatives.
- Challenge the stigma around mental wellbeing.
- Actively listen and signpost support to colleagues.
- Build trust, demonstrate compassion, and respect confidentiality.
- Collaborate with other First Aiders (and networks) to share best practice.
- Be open and lead the charge in sharing stories about mental health awareness.

Sustainability Report (continued)

The MHFA training aims to support colleagues in how to identify, understand and help someone who may be experiencing a mental health issue.

Supporting our MHFA with the skills, knowledge, and confidence to assist employees, their family, friends, and community is a key differentiator in our business. To foster a culture of trust and normalising employees seeking support when required, C&C Group introduced their Mental Health First Aid policy which aligns with the training provided to MHFA and is available to all employees.

To ensure the programme continues to thrive and evolve, focus on how the community of MHFA support each other will be celebrated. The MHFA programme is a colleague-led initiative, and we are in the process of establishing a coordinating committee of MHFAs to organise and lead activities.

Employee Assistance Programme (EAP)

Our EAP services are always available to colleagues to help with many of life's challenges. They also offer short-term counselling if required, which is free of charge and can be via phone, video, or face to face. Colleagues will be offered a selection of available and suitable counsellors for up to eight sessions.

THRIVE App

Included as part of the EAP, this app is approved by the NHS (National Health Service) to help manage common mental health conditions. The app helps colleagues to detect early signs of conditions and helps to prevent these from escalating. Colleagues can also use the app to track and record their feelings and explore different ways of thinking.

Stronger Minds

If colleagues feel anxious, worried or down the Stronger Minds team will listen and ensure fast access to appropriate care if it is needed. Support includes telephone, email or face-to-face counselling and includes support for complex and longer-term conditions. There is no requirement to get a GP referral first. Counselling via Stronger Minds is more specialised than through EAP.

Remote working

In FY2022, C&C Group introduced our Right to Disconnect Policy and our Agile Working Guidelines, to ensure that all employees' rights are preserved, statutory obligations are met (in Ireland), work is carried out safely and that the working relationship between employer and employee is balanced and the right to maintain clear boundaries between work and leisure is respected. Our Right to Disconnect policy outlines an employee's right to disengage from work and refrain from engaging in work-related communications, such as emails, telephone calls or other messages, outside normal working hours. Our aim is to cultivate a culture of hard work within normal hours while fully respecting personal life and time outside of work. Managers play a key role in implementing these policies and must act when an 'employees' inability or reluctance to disconnect appears to be linked to excessive workload, performance issues, or whether organisational culture is a contributing factor. If action is not taken C&C Group have established a formal complaint procedure and commit that employees will be safeguarded from victimisation during and following this process. Complaints can also be raised under the C&C Group ' Whistleblowing' Policy. Whistleblower-Policy-v-6.pdf (candcgroupplc.com)

Our Agile Working Guidelines provide a clear steer on our approach to agile working for colleagues who have flexibility in their work location or working pattern to balance business needs with individual preferences. Agile Working is an informal arrangement that may enable a better work-life balance for our people, where job roles within C&C Group do not require attendance at a specific workplace at a particular time.

C&C4Me Platform

In FY2023 the Group launched C&C4Me, allowing colleagues' access to hundreds of offers to help them save money on purchases across hundreds of retailers. In FY2024, the Group extended the use of C&C4Me as a Benefits platform, with all things relating to Employee Benefits now housed here. Eligible colleagues can now sign up for Private Medical Insurance within two months of joining or at the renewal date via the platform. Cycle to Work (UK) launched on the platform in August 2023 along with a Wellbeing Centre highlighting a variety of workout videos, recipes and mindfulness audios and a Wellness Area housing details of all available employee wellness tools. Approximately 400 colleagues per month are accessing C&C4Me and have made savings of c. €35,000 (£31,000) in FY2024. Design updates and a relaunch are scheduled for FY2025, and demonstrations of the site will be provided at upcoming Benefit Fairs.

In the January 2024 Employee Engagement Survey, colleagues scored our efforts around Health and Wellbeing at 7.6.

Performance Reviews / Succession Planning

To enhance alignment, engagement, and productivity, as well as promote greater opportunities for personal growth and career development, our colleagues undertake performance conversations during the year including regular check-ins with their line manager.

As part of our focus on talent development and retention, we have implemented a talent review process across the Group, which has been implemented to Exco -3. This has enabled us to understand our leadership talent profile and develop our succession pipeline. For our Exco -1, we implemented a talent development programme to identify personal development insights and enable the creation of personal career development plans.

Learning and Development Programmes

We are committed to growing our colleagues' skills and capabilities and developing their careers through investing in personal development, we aspire to have the most talented, engaged, and inspired colleagues in our industry.

Our vision is to be a purpose-led employer of choice that enables, supports, engages, and develops great leaders and colleagues by delivering an outstanding employee experience.

Career development is facilitated through a variety of structured processes, including performance development reviews, career conversations, and talent development planning, colleagues are supported with career planning toolkits to enable informed discussions. These initiatives provide employees with opportunities to set goals, receive feedback, and create personalised development plans to support their professional growth within the business.

Our business has a leadership development team dedicated to designing and executing programs aimed at enhancing the skills, capabilities, and effectiveness of both current and prospective leaders across the business. We also offer a range of individual or group training programmes available to colleagues based on training needs and individual development plans. With a diverse range of initiatives and resources, we ensure that all colleagues have the tools necessary for personal and professional growth. This includes providing access to a wealth of resources, documents, events, and news updates tailored to support colleague development, such as carefully curated industry articles, e-books, videos, and tutorials easily accessible through our company intranet platform.

Learning at Work Week 2023

In May 2023, C&C Group participated in Learning at Work week to: foster a culture of continuous learning, empower employees, and drive innovation. Through an array of engaging workshops, webinars, and interactive activities, C&C colleagues delved into various topics such as personal development, professional skills, and emerging trends. The activities highlighted that to truly flourish, learning must become a part of our everyday lives, each colleague should reflect upon how they can incorporate learning into their roles, with the support of their managers. By encouraging a growth mindset and prioritising ongoing development not only will colleagues benefit but also contribute to our collective success.

The Management Academy – Manager Fundamental Series

In February 2024, C&C Group launched our Management Academy, providing all our people managers a host of learning and development opportunities designed to drive a performance focused, people driven culture

The Management Academy was launched with our 'Manager Fundamentals' programme, which focuses on the key components of a great manager based on the six fundamental skills that we believe are essential for all people-managers to master to drive high performance through creating a people centric culture.

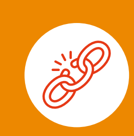
Our 'Fundamental Skills' series is focused on building sustainable habits. Through listening sessions with managers across C&C Group, we identified the fundamental skills and capabilities that our management community feel they need to develop.

The six modules covered in the "Manager Fundamentals" programme are Communicating Like a Leader, Performance Management, Maximising Team Potential, Understanding People, Developing Team Culture, Authentic Leadership.

Behavioural Enablers

Communication

Removing ambiguity, and facilitating clear expectations



Performance

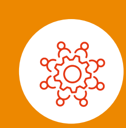
Linking action to goals, and driving accountability

People

Understanding your team, to get the most out of them

Potential

Optimising capability of teams & higlighting strengths



Culture

Positive work environment based on trust and teamwork

Authenticity

Leading by example and instilling learnt behaviours

Sustainability Report (continued)

Professional Development

C&C is committed to professional development across all functions, including Finance, Marketing, Sales, Operations and HR. Support covers further education and professional exams including SVQs (Scottish Vocational Qualifications) in Management, MBAs, CIMA, CIPD (Chartered Institute of Personnel and Development) and IBD (Institute of Brewing and Distilling) qualifications. Alongside the professional training programmes, we also have an increased the number of our colleagues studying Apprenticeship programmes by 40% building our functional and leadership capabilities across Accountancy, Leadership, Sales, Operations and Project Management.

Climate Change and the Environment (Anti-Greenwashing) eLearning

For 2024, to support development of marketing capability and commitment to responsible marketing, C&C Group have partnered with the Advertising Standards Authority (ASA) to deliver “Climate Change and the Environment” (Anti-Greenwashing) eLearning to ensure promotion of our sustainability credentials aligns with regulations. Training, which carries accreditation by the ASA, is mandatory for all C&C Group Marketing, Communications and Legal colleagues.

Cyber Training

Our Security training programme comprises two components: annual mandatory security awareness training and monthly phish tests. All colleagues with computer accounts are automatically enrolled in both.

We track the number of phish tests a user clicks on with the training increasing in length and detail for those who fall foul of multiple phish test over the course of the year. Over the course of the year 319 users clicked on one test, fifty-one clicked on two tests and only seven clicked on all three tests.

2023 saw our highest level of voluntary completion of the security awareness training at 1,715 users up from 1,464 the previous year.

Embed key codes

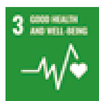
The Group continues to roll out online policy compliance training to all Commercial. Procurement, Marketing and Legal colleagues created by legal specialists, ZING on:

- Anti-Bribery and Corruption
- C&C General Data Protection Regulation
- C&C Modern Slavery
- Competition Law - C&C Group
- Fraud Prevention
- Information Security C&C
- Other C&C Group Policies

During FY2024, 1,011 colleagues across Group Executive Committee, Commercial, Procurement, HR, Finance, Marketing, Operations and Legal functions have completed 2,773 courses, which equates to 1,386.5 hours of training.

Governance

Build A More Inclusive, Diverse, and Engaged C&C



Diversity, Equity, and Inclusion

With each review of its composition, and when considering any appointment, the Board has particular regard for diversity of gender, social and ethnic backgrounds, nationality, and cognitive and personal strengths.

Our Board Diversity Policy sets out the approach to Diversity of the Board of Directors of C&C Group plc, Board Committees and Senior Management. The Board recognises the importance and value of diversity and inclusion in driving good decision making and the role of the Board and Senior Management in ensuring that equity, diversity, and inclusion is embedded in our culture, and reflected in our people and their behaviours in support of the long-term sustainable success of the business.

The Policy is intended to assist the Board, through the work of the Nomination Committee, by setting objectives for achieving Board and Senior Management diversity in support of the long-term sustainable success of C&C Group plc for the benefit of its stakeholders.

While incorporating all aspects of diversity, we support the FTSE for Women Leaders and place a particular focus on gender and ethnic diversity considering the Parker Review. More information can be found on page 128 of the Nomination Committee Report.

Diversity, Equity & Inclusion ('DE&I') Group

In July 2022, the Group established our DE&I Group, represented by colleagues across business areas and locations, to drive our DE&I Strategy.

To inform our DE&I strategy and guide our actions we are collaborating on the industry Diversity in Grocery Partnership and Withal Partnership.

In December 2023, C&C's Group Executive Committee, approved a new two-year DE&I plan with three key areas of focus

- Champion gender diversity with a plan to achieve 30% representation of women in leadership roles by 2026.
- Championing employment opportunities for those from underrepresented and disadvantaged backgrounds at C&C by the end of 2026.
- Create opportunities for all employees to fulfil their potential and take responsibility for their career.

Progress on this plan is now a standing agenda item at the monthly Group Executive Committee meeting.

As part of our commitment to DE&I, we have initiated DE&I training for colleagues. This training covers topics such as harassment prevention, inclusive behaviours, and unconscious bias. The rollout began in October 2023 and will continue in phases throughout 2024.

Gender Pay Group Reporting

At C&C, we are committed to equality and building a culture around inclusion and fairness. We recognise the importance of monitoring the Gender Pay Gap and while this is something that we report on by law, we believe that using the Gender Pay Gap metrics alongside other data, initiatives and programmes will enable us to continue our DE&I progression.

Sustainability Report (continued)

Our Gender Pay Gap Report provides metrics for our business units across the UK and Ireland, as part of C&C. This sets out the combined Gender Pay Gap metrics for all 2,326 UK employees (covering Great Britain and Northern Ireland) and all 518 Irish employees, as we believe this provides a more meaningful and transparent disclosure. We have not published combined Gender Pay Gap metrics for all employees across the Group, given the differences in calculation methodology between the GB Regulations and Irish Regulations.

The Group are pleased that our 2023 Mean and Median Gender Pay Gap metrics for the UK and Ireland are in favour of female employees, indicating that the average pay for female employees is higher compared to male employees. Gender Pay Gap metrics continue to be lower than the national averages across the UK and Ireland. Whilst this is a positive step, only 26% of our UK-based workforce and 14% of our Irish based workforce are female. However, we have strengthened our efforts to recruit women into Leadership roles and have achieved a noticeable change, 42% of our Group Executive Committee and 57% of all CEO direct reports, are female.

We acknowledge there is still more to do to increase the representation of women across our business.

In the medium-term, we will be focusing on two priorities to continue to drive progress in this important area:

- Aim to attract female talent into our organisation into roles and business areas that have previously been less gender balanced.
- Aim to retain female talent in our organisation by identifying personal growth and development opportunities and embedding clear succession planning.

We also recognise that gender parity is just one measure of an inclusive workplace. We are continuously focused on progressing DE&I across the Group and during 2023 we completed a number of initiatives relating to talent attraction and talent development, including

Talent Attraction

Our ambition is to build our female talent pipeline both internally and externally.

- We are rolling out Recruitment and Selection training for Managers focused on unconscious biases to ensure fair and objective evaluation of candidates.
- We will introduce diverse interview panels.

Talent Development

- We have developed the C&C Leadership Behavioural Framework to guide our leaders in demonstrating our core values of Joy, Quality and Respect. These values will be integrated within our people practices, including our recruitment and talent development policies.
- We continue to invest in our people providing training and development opportunities focused on building leadership capabilities and we are supporting our talent through individual development plans.
- We have introduced regular site briefings and dedicated sessions at team meetings to raise awareness of DE&I.
- In FY2024, our Employee Resource Groups across Mental Wellbeing, Physical Wellbeing, Working Parents and Menopause continued to guide our programmes in these areas. In FY2025, we will conduct a review of our ERGs as part of our new two-year DE&I Plan and employee engagement survey feedback.

With the support of our colleague DE&I Group, we will continue to develop and deliver against our DE&I strategy, a core part of which is focused on increasing the representation of women across the Group.

Colleagues acknowledge our efforts around DE&I, scoring our initiatives 7.5 in the January 2024 Employee Engagement Survey.

Family Leave Policies

At C&C, we foster a welcoming culture where everyone feels comfortable to be themselves, with people's wellbeing a key priority for us.

As part of our commitment to diversity, equity, and inclusion, we have enhanced our Family Leave policies to ensure that everyone at C&C is enabled to balance their working responsibilities with their personal priorities and the important people in their lives.

We are proud that our suite of Family Leave policies – a significant element of our C&C Reward & Benefits offering – are in line or are more generous than current market practice.

Maternity and Adoption Leave

All colleagues taking Maternity and Adoption leave to receive 26 weeks' paid leave.

Paternity Leave

All colleagues taking Paternity leave to receive two weeks' paid leave.

Parents Leave

Colleagues are entitled to seven weeks' paid leave during the first two years of the child's life or, in adoption cases, within two years of the placement of the child.

Parents leave can be taken as a seven-week block or separate periods of minimum one whole week block, agreed in advance with line managers, with a minimum of six weeks' notice.

Parental Leave

Colleagues are entitled to 26 weeks' unpaid leave for each child and adopted child, up to specific birthdays.

Compensation for extra or atypical working hours

Local arrangements for compensation for extra or atypical working hours have been established, and where relevant, these have been agreed upon with trade unions. These arrangements are customised to suit the specific requirements and regulations of each local area, ensuring adherence to relevant labour laws and collective bargaining agreements.

Communication to all employees of remuneration process

At C&C, remuneration practices receive thorough consideration throughout the organisation. The HR Officer regularly updates the Board on remuneration structures, salary reviews, and benefits. Executive Director pay is overseen and decided by the Remuneration Committee, informed by a Group-wide annual salary review. Additionally, our Chair of the Remuneration Committee provides regular updates to the Committee on Company-wide remuneration policy, pay matters, and our commitment to equitable rewards, including discussions on the growing use of ESG measures in goal setting and Shareholder expectations.

Employee representatives or employee representative body (e.g. works council)

Maintaining trade union recognition across our manufacturing and logistics network, we have also established both local and national employee forums attended by staff representatives and members of the management team. Approximately 53% of our workforce across all locations are covered by formal collective agreements concerning working conditions and formally elected employee representatives.

Employee Engagement Tracking

Colleague engagement is a key priority for C&C Group and is an agenda item at each Board and Group Executive Committee meeting.

We are committed to creating an inclusive culture at C&C, where everyone feels valued, safe, respected, and comfortable to be themselves. Our aim will always be to make C&C a great place to work for all colleagues, with the Peakon survey being a key channel to capture their views. In FY2024, all C&C colleagues were surveyed via Peakon in May 2023 and January 2024. These surveys, submitted anonymously, look to identify where we are as a business and how our values reflect colleagues' experience working at C&C.

The May 2023 survey told us that we need to remain focused on three key areas: Strategy, Organisational Fit and Reward.

Colleagues told us that they would value more insights on our company progress and strategy to ensure everyone is regularly updated. In September 2023, we launched Group-wide Executive Committee led quarterly colleague briefing sessions, providing regular content covering Our Customers; Our Brands; and Our People aligned to our Strategy. In the run up to our business trading announcements, colleagues will receive updates covering Performance; Strategic Priorities; Customer Service; Employee Proposition; Focus Areas; and Recognition.

In October, we announced a revised Operating Business Model and Group Executive Committee alignment, signalling positive changes in the way we operate as a business to set ourselves up for success, leveraging best practice, streamlining processes, and investing in the right areas to drive growth, including technology enablers. The Group continues to make great progress to ensure that each Group Executive Committee member aligns with delivering our strategy including the appointment of our Chief Financial Officer, Chief People Officer, Chief Marketing Officer, and Chief Technology Officer roles.

Sustainability Report (continued)

As part of our learnings and advancements we have made across DE&I, we have enhanced our suite of Family Leave policies. Our Family Leave policies ensure that everyone is enabled to balance their working responsibilities with their personal priorities and the important people in their lives.

In January 2024, 78% of colleagues completed the Peakon survey, an increase of 5% since May, with an Engagement Score of 7.1, which also shows a slight increase on May. Colleagues also provided almost 15,000 individual comments – adding further depth and insight into their views, helping the Group Executive Committee and leadership teams identify priority areas to progress. The Group is committed to improving Engagement and recognises that there is work to do. In April, the C&C Executive team reviewed the January survey results to identify key themes and develop a group-wide action plan. In addition, each Group Executive Committee member will be reviewing their function's results with their leadership teams, to communicate results and build functional, team and individual actions plans to deliver improvement. To improve engagement, on-line resources are provided to all line-managers to review, respond, and action Peakon Data feedback from their teams.

Non-Executive Director (NED) / Employee Engagement

Our two newly appointed Designated Employee Non-Executive Directors hosted employee engagement sessions in FY2024, and a full year plan is in place for FY2025 across the group locations These "listening sessions" allow our Non-Executive Directors to bring colleagues' voices into Board discussions so that these can be considered in Board decision-making. These sessions build on existing employee engagement opportunities and the Group's continuing efforts to develop a culture of informality, transparency, and trust. The aim is to provide a further opportunity to increase two-way dialogue between the Board and all employees.

Whistleblowing with confidence

At C&C, we work hard to foster a safe, inclusive working environment. We have a zero-tolerance policy for all forms of bullying, harassment, and discrimination, and we want to ensure that everyone at C&C can speak up about injustices they experience or witness.
Colleagues can raise any concerns they may have about themselves, a colleague or our working environment via the HR Advice Team and Vault, a simple, safe, and confidential digital application.

There were 5 instances of "concern or suspicion related to ethical or compliance related wrongdoing in the Group" raised via Vault in FY2024 (out of 142 instances of concerns raised across the Group).

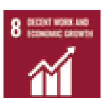
Human Rights

We do not condone and will not knowingly participate in any form of human exploitation, including child, forced or compulsory labour, slavery and people trafficking. We refuse to work with any suppliers or service providers who knowingly participate in such practices or who cannot demonstrate to us sufficient controls to ensure that such practices are not taking place in their supply chains. Our approach is reflected in our Code of Conduct and Modern Slavery Statement, which we ask suppliers to comply with as a condition of trade. We also carry out diligence audits and checks on our suppliers to ensure that they have in place and adhere to appropriate ethical policies, with KPIs for those areas where we believe the potential impact on the Group is material. A process is in place internally to address and remediate any instances of non-conformance. A copy of our Code of Conduct and Modern Slavery Statements are available on our website.

Anti-Bribery and Corruption

Our Anti-Bribery and Corruption Policy and accompanying training materials are designed to be straightforward and direct so that it is clear to all employees what they may or may not do as part of normal business transactions. The Policy applies to all colleagues in the Group equally. It is written to ensure that legitimate and honest business transactions can be distinguished from improper and dishonest transactions. This Policy and the accompanying training will be tracked to monitor understanding and adherence to the Policy. KPIs have been established for those areas where we believe the potential impact on the Group is material. During FY2024, no incidences of bribery or corruption were uncovered across the Group.

Collaborate With Government, NGOs, and Industry Programmes



Building Meaningful Charity Partnerships

The C&C Group is committed to the communities in which it operates and undertakes a range of initiatives that benefit our local communities.

Big Issue Group

C&C Group are now in the second year of a three-year partnership with the Big Issue Group ('BIG'), whose aim is to change lives through enterprise for marginalised communities across Great Britain. This partnership is aligned with our charitable agenda across homelessness, addiction, mental health, and poverty. Working with C&C colleagues and the brilliant team at the BIG, we are looking to play a meaningful part in tackling these complex social issues.

The partnership focuses on four priorities – Year One Highlights:

- Big Issue Foundation and Big Issue Pitch Supporting vendors with immersion and education opportunities, allowing them to access C&C sites and facilities and to engage and sell magazines to colleagues through Sheltered Pitches. C&C hosted seven Sheltered Pitches across our sites in FY2024.
- Employability Programme – Big Issue Recruit Offering opportunities for vulnerable people into work and mainstream living. We have committed to placing 15 Vendors each year in employment across the Group. During the first year of our partnership, we welcomed six vendors to C&C Group.
- Big Issue Invest Mentoring opportunities between C&C colleagues and Big Issue vendors, offering practical training, support, and skills development. Three C&C colleagues mentored in first cohort of the Big Issue and Power Up London Accelerator Programme. Additional C&C colleagues will join the second cohort of Power Up London due to launch in April 2024.
- Cause Related Marketing Campaigns Collaborate on joint campaigns including colleague fundraising. In the first year of our partnership, C&C colleagues raised over £8,000 for the Big Issue through a number of initiatives including, ten colleagues who participated in the Three Peaks Challenge, an iconic 24-hour hiking adventure, taking in around 26 miles of stunning UK National Park scenery and some of the best views across Great Britain.

Sustainability Report
(continued)

Case Study
C&C Group and The Big Issue Partnership

Big Issue Big Recruit

As part of our thriving three-year partnership with The Big Issue, a key priority for C&C Group was to build on our legacy of existing outreach initiatives which have empowered people from marginalised communities into work. Working with Big Issue Recruit, a specialist recruitment service from the Big Issue Group, we have made a commitment to provide at least 45forty-five employment opportunities with the C&C Group by September 2025. Having set up our employment pathway, we have recently welcomed six new colleagues into roles across our Wellpark and Park Royal (now Orbital West) sites.

Mokhammed, pictured, is one of our six new colleagues who has recently joined us just 12 months after leaving Ukraine and fleeing with his young family when the war broke out in early 2022.

Mokhammed's first thought was his family when he heard gunfire and tanks rumbling through his home city Kyiv, as Russia launched its attack on Ukraine. He feared for his young children and pregnant wife, he knew they had to flee. Mokhammed had been a salesperson in a bazaar in Kyiv before the war broke out.

With his family, Mokhammed initially fled to Germany, where they applied online for Ukraine Family Scheme visa in the UK. "We know a little bit of English," he says. "That's why we came here. It was my dream country when I was a child."

Mokhammed met Shak Dean, a Big Issue Recruit Job Coach at a job fare for Ukrainian refugees at Hounslow Job Centre who offered to support Mokhammed into work. Just over 12 months after leaving Kyiv and fleeing to the UK, Mokhammed has now embarked on a new career as a warehouse operative with C&C Group.

Colleague Volunteering & Charity Policy

We know that volunteering creates mutual benefit for C&C, our local communities, and our colleagues. Alongside a positive contribution to the local economy, volunteering also enhances the health, wellbeing, and capability of colleagues. To support this, C&C has in place a Colleague Volunteering & Charity Policy, which offers colleagues time off to volunteer, whether it be through Big Issue Group, Inner City Enterprise (ICE) partnerships, or local charities, community initiatives and causes that are of personal interest or relevant to our brands and Business Units.

Inter City Enterprise (ICE) - Ireland

In September 2023, C&C Group announced an extension of our partnership with ICE, our valued community partner in Ireland. ICE is a not-for-profit charity established in 1992 and relaunched in 2012 to help unemployed individuals to establish their own businesses in Dublin's Inner City supporting over 4,000 businesses in this period. Our partnership strives to benefit both parties, C&C Group partaking in mentoring roles for enterprise participants and delivering training sessions covering important business requirements to attain success. C&C Group employees volunteering their time will be given the opportunity to share their skills and experience with ICE participants benefiting their own career and personal development. C&C Group further supports ICE by arranging fundraising events including the Four Peak Challenge completed by colleagues in 2023. Four Peaks is an iconic 48-hour endurance hiking adventure, climbing the highest peaks in each of the four provinces of Ireland. The event raised over €2000 for ICE to support projects and participants.

Other Community Partnerships

C&C Group continues to support a range of charitable organisations across GB and Ireland.

In 2024, Matthew Clark again partnered with PubAid and the All-Party Parliamentary Beer Group to support the Community Pub Hero Awards, recognising the critical role that hospitality plays across the UK in helping communities.

Tennent's has a longstanding partnership with The Benevolent Society of Scotland ('The Ben'), which aids people of all ages who have worked in the licensed trade for at least three years full-time. Beneficiaries receive annual financial assistance as well as discretionary grants for emergency situations.

Now in its third year, the "SpotLight Project" sees Tennent's Light invest 3.4% from every pint and bottle sold to support Scotland's up-and-coming creative talent. In FY2024, this saw Tennent's Light has partner with Scotland's festival for music discovery, Tenement Trail in October in Glasgow. C&C Group is a funder and active member of Drinkaware and Drinkaware.ie, who lead on educating consumers about responsible alcohol consumption. In addition, we support Best Bar None in Scotland, a national accreditation and award scheme for licensed premises. Participants are given support and advice to improve the safety of their staff, premises, and customers and to adopt high management standards.

We are members of the UK's National Association of Cider Makers ('NACM'), which works closely with apple growers and the agricultural communities in cider regions in the UK. This working relationship puts us at the heart of many UK Government discussions relating to the responsible use of alcohol. The NACM is also engaged with tax and regulatory departments and opinion-forming bodies having an interest in cider and alcohol generally. We are also members of the British Beer and Pub Association, Wine and Spirit Trade Association and the European Cider and Fruit Wine Association.

In Ireland, C&C are members and actively support the work of Drinkaware.ie, the Licensed Vintners Association, the Vintners Federation of Ireland, and Hospitality Ulster.

In FY2024, the Group has responded to UK Governments consultations including low and no product descriptors and Extended Producer Responsibility (EPR) Regulations (UK) and Alcohol Marketing Restrictions, Minimum Unit Pricing Price Review. (Scotland).

Deposit Return Scheme

UK

C&C Group supports the aims around the introduction of an efficient and effective Deposit Return Scheme (DRS). Our stated preference since proposals were fist announced back in 2017, is that, to minimise cost and complexity and offer the best chance of achieving the stated objectives, there must be one fully interoperable scheme, introduced at the same time, across the four nations of the UK.
We continue to work with all Governments, officials, industry, and Trade Bodies to meet the new go-live target date of October 2027.

Ireland

C&C worked with Re-turn, the scheme administrator in Ireland, customers, and suppliers on the implementation of DRS on 1st February 2024.

Minimum Unit Pricing ('MUP')

Scotland

From late 2017, C&C have participated directly in an advisory group supporting the portfolio of studies to assess this ground-breaking legislation. C&C supported Public Health Scotland, which was tasked with evaluating the implementation by the Scottish Government, by regularly contributing to improving the studies and assessments of the economic impacts of MUP, via the Economic Advisory Group ('EAG').

C&C offered analytical expertise, introductions to research agencies, and expert assistance to testing and interpreting some of the observed findings. Our objective was, and remains, to ensure the best possible evaluation of this pioneering legislation.

In the recent consultations on the continuation and level of pricing to be applied from 2024, C&C Group again highlighted that we have supported Minimum Unit Pricing since proposals were first raised in 2011. A cross functional working group is working alongside our off-trade partners, to prepare for the new 65p / unit level (from 50p / unit) to be introduced on 30 September 2024.

We continue to believe that minimum unit pricing, as part of a range of health measures, is an important step in tackling the availability of strong cheap alcohol, irresponsible consumption among a minority of drinkers, and alcohol harm. We continue to support the introduction of MUP in all the territories where we operate.

Tax

The Group takes its responsibilities as a corporate citizen seriously. This includes respecting and complying with local tax laws and paying the required and appropriate levels of tax in the different countries where we operate. We claim the allowances and deductions that we are properly entitled to, for instance, on the investment and employment that we bring to our communities. We benefit from having always been an Irish company, established in the Republic of Ireland's corporate tax environment, with our major cider production unit located in Clonmel and the Group is headquartered in Dublin. The majority of the Group's profits are earned in Ireland and the UK, which both have competitive corporation tax rates compared with the European average. In Ireland and the UK, we remit substantial amounts of duty on alcohol production, as well as VAT and employment taxes.

Governance Report

91 Governance at a Glance
92 Directors and Officers
94 Corporate Governance Report
108 Directors' Report
114 Audit Committee Report
123 Environmental, Social and Governance Committee Report
127 Nomination Committee Report
136 Directors' Remuneration Committee Report
164 Statement of Directors' Responsibilities

Governance at a Glance

Purpose

Play a role in every drinking occasion, delivering joy to our customers and consumers with remarkable brands and service.

Key Board Activities during FY2024

- Reviewed Board and Board Committee Composition
- Implemented Board Diversity Policy
- Reviewed Non-Executive Director Employee Engagement mechanism
- Share Buyback Programme
- Payment of Dividend

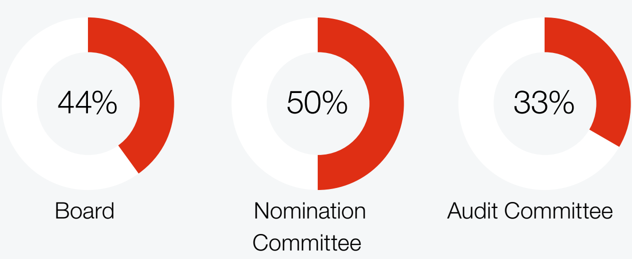
UK Corporate Governance Code

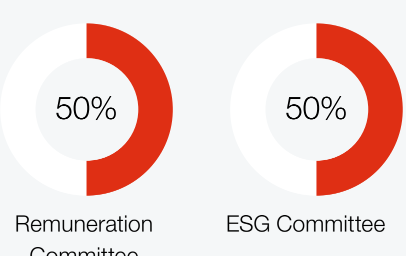
The Board continues to assess its approach to corporate governance through application of the FRC's UK Corporate Governance Code 2018 (the Code) and reports against the 2018 Code for the year ended 29 February 2024. A copy can be found at www.frc.org.uk.

For the year ended 29 February 2024, the Board confirms compliance against the Code provisions.

Board Diversity

% of female representation on the Board and its Committees as at 29 February 2024;





Appointment of female SID

New Board Diversity Policy

Board Leadership and Company Purpose
This can be found on pages 98 to 99

Division of Responsibilities
This can be found on page 101

Composition, Succession and Evaluation
This can be found on pages 103 to 104

Audit, Risk and Internal Control
This can be found on page 106

Remuneration
This can be found on page 107

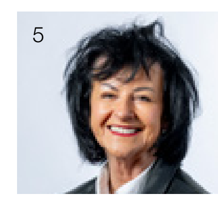
Directors and Officers as at 27 June 2024

1

2

3

4


5

1. Ralph Findlay OBE (63)

N

Chair and Chief Executive Officer
Board Tenure: 2 years as Non-Executive Director and Chair; 1 year as Executive Chair, 1 month as Chair and Chief Executive Officer
Ethnicity: White British
Nationality: British

Ralph was appointed a Non-Executive Director of the Company in March 2022, Chair on 7 July 2022, Executive Chair on 18 May 2023 and CEO on 6 June 2024. Ralph, a Chartered Accountant and qualified member of the Association of Corporate Treasurers, served as Chief Executive Officer of Marston's, the UK pub group, for 20 years. Ralph served on the Marston's Board from 1996, having previously held the role of Finance Director before being appointed Chief Executive Officer in 2001. Ralph was appointed Non-Executive Chair of Vistry Group plc in May 2022, having served as a Non-Executive Director since 2015 and Senior Independent Director from January 2020. He also previously served as Chair of the British Beer and Pub Association. Ralph was awarded an OBE for services to the hospitality sector in 2022. Ralph's contribution is, and continues to be, important to the Company's long-term sustainable success.

2. Andrew Andrea (55)

Chief Financial Officer
Board Tenure: 3 months
Ethnicity: White English
Nationality: British

Andrew is a drinks industry veteran having served in senior roles at Marston's plc, a leading independent brewing and pub retailing business in the UK, for over 20 years. He joined Marston's in 2002 and was appointed to the Board as Finance Director in 2009. He served in a variety of senior roles in the business including 12 years as CFO & Corporate Development Officer and, subsequently, as CEO during which time he navigated the business out of the COVID-19 pandemic and the subsequent challenging macroeconomic environment. Andrew previously held roles with Guinness Brewing Worldwide and Bass Brewers Limited. Andrew, a qualified Chartered Accountant, is also a Non-Executive Director at Portmeirion Group plc.

3. Angela Bromfield (61)

R N

Independent Non-Executive Director
Board Tenure: 11 months
Ethnicity: White English
Nationality: British

Angela was appointed a Non-Executive Director of the Company in July 2023 and Chair of the Remuneration Committee in July 2023. Angela is an experienced Non-Executive Director and business strategist, with a broad-based international career in manufacturing, distribution, construction and infrastructure that includes P&L leadership experience. Throughout her career, with the likes of Premier Farnell, Anglo American and later, Morgan Sindall plc, as Strategy, Marketing and Communications Director, Angela has been at the heart of significant transformation programmes which have put the customer first and driven growth and profitability.

4. Vineet Bhalla (51)

E R

Independent Non-Executive Director
Board Tenure: 3 years 2 months
Ethnicity: Asian Indian
Nationality: British

Vineet was appointed a Non-Executive Director of the Company in April 2021. Vineet is a highly experienced digital professional, with 30 years of experience across defence, consumer goods, health, charity and retail sectors. Vineet is currently Chief Technology Officer (CTO) at Cancer Research UK. He was previously CTO and Senior Vice President at Burberry plc and has held global roles for Unilever as Head of IT for their digital marketing and research and development divisions and had led data-driven and digital transformations at scale. Prior to Unilever, Vineet held global technology positions at Diageo enabling data driven transformation of their UK and Ireland Customer Development Teams. Vineet has also recently held a Non-Executive Director position at Moorfields Eye Hospital NHS Foundation Trust and served as Chair of the Trust's People and Culture Committee. Vineet brings strong digital transformation skills to the Board.

5. Chris Browne OBE (64)

Senior Independent Non-Executive Director and Designated Employee Engagement Non-Executive Director
Board Tenure: 8 months
Ethnicity: White
Nationality: Irish

Chris was appointed as a Non-Executive Director of the Company in October 2023, Non-Executive Director Employee Engagement in December 2023 and as Senior Independent Non-Executive Director in February 2024. Chris is Chair of the Nomination Committee and a member of the ESG Board Committee. Chris is also Non-Executive Director of Vistry plc and Kier plc and previously served as a Non-Executive Director of Constellium SE (NYSE). She has held a number of senior leadership and executive roles within the aviation and travel industries. Chris first served as Managing Director of First Choice Airways, which included overseeing a customer-focused transformation programme. She subsequently directed and managed a successful merger with Thomson Airways before being appointed to execute a similar project for parent company, TUI Group plc. In 2016, Chris joined EasyJet plc and served as Chief Operating Officer until 2019. Chris brings vast experience managing complex consumer-facing operations to C&C. She has a Doctorate of Science (Honorary) for Leadership in Management and was awarded an OBE in 2013 for services to aviation.

6. Jill Caseberry (59)

A R

Independent Non-Executive Director
Board Tenure: 5 years 4 months
Ethnicity: White English
Nationality: British

Jill was appointed a Non-Executive Director of the Company in February 2019, a member of the Remuneration Committee in March 2019, a member of the Audit Committee in December 2023, and a member of the ESG Committee in September 2020 until December 2023. Jill has extensive sales, marketing and general management experience across a number of blue-chip companies including Mars, PepsiCo and Premier Foods. Jill is a Non-Executive Director, Chair of the Remuneration Committee and member of the Audit and Nomination Committee at Bellway plc and at Halfords plc. Jill is also Senior Independent Director, Chair of the Remuneration Committee and a member of the Nomination Committee at Bakkavor plc and Senior Independent Director, Chair of the Remuneration Committee and member of the Audit and Nomination Committees of St. Austell Brewery Company Limited. Jill brings considerable experience of brand management and marketing to the Board.

7. Vincent Crowley (69)

Independent Non-Executive Director
Board Tenure: 8 years 5 months
Ethnicity: White
Nationality: Irish

Vincent was appointed as a Non-Executive Director of the Company in January 2016 and as Senior Independent Director in June 2019 to February 2024. He is a member of the Audit Committee and the Nomination Committee. Vincent was previously both Chief Operating Officer and Chief Executive Officer of Independent News and Media plc, a leading media company. He also served as Chief Executive Officer and subsequently as a Non-Executive Director of APN News & Media, a media company listed in Australia and New Zealand. He initially worked with KPMG in Ireland. Vincent is currently Chair of Altas Investments plc and a Non-Executive Director of Grafton Group plc. Vincent was appointed Chair of Davy Stockbrokers in December 2022 and is also Chair of the charity, Inner City Enterprise. Vincent brings considerable domestic and international business experience across a number of sectors to the Board.

8. John Gibney (63)

A R

Independent Non-Executive Director
Board Tenure: 1 year 8 months
Ethnicity: White English
Nationality: British

John was appointed as a Non-Executive Director of the Company in October 2022 and as Chair of the Audit Committee in February 2023. John served for 17 years as Chief Financial Officer and Board member of Britvic plc, the international soft drinks business, where he was responsible for finance, legal, estates, risk management, quality, safety and environment, and procurement. Prior to joining Britvic plc, John was Senior Corporate Finance and Planning Manager for Bass plc and, before that, Finance Director and subsequently, Deputy Managing Director of Gala Clubs. John was appointed a Non-Executive Director of 4imprint Group plc in 2021 and serves as Chair of their Audit Committee. He previously served as a Non-Executive Director and Chair of the Audit Committee at Pure Circle PLC and Dairy Crest plc (now Saputo Dairy UK).

9. Sarah Newbitt (55)

Independent Non-Executive Director and Designated Employee Engagement Non-Executive Director
Board Tenure: 10 months
Ethnicity: White English
Nationality: British

Sarah was appointed a Non-Executive Director of the Company in August 2023 and Non-Executive Director Employee Engagement in December 2023. Sarah is a member of the ESG Committee. Sarah is also a Non-Executive Director of Campden BRI, High Value Manufacturing Catapult. The majority of Sarah's executive career has been spent with Unilever, one of the world's largest consumer goods companies. Over the course of 25 years in Unilever, Sarah held various international roles across operations and general management and gained substantial M&A integration experience. Her final role was as Vice President Supply Chain of Unilever UK & Ireland, a £2bn turnover business employing over 6,000 people. Sarah brings significant consumer goods sector insight and manufacturing and supply chain experience to the Board, together with expertise in developing and implementing sustainability strategies. Sarah is a Chartered Engineer, who studied Engineering at Oxford University and also holds a Professional Certificate in Coaching from Henley Business School.

Mark Chilton

Company Secretary & Group General Counsel

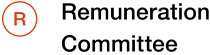
Mark Chilton (61) joined the Group in January 2019 as Company Secretary and Group General Counsel. Mark was Company Secretary and General Counsel of Booker Group plc from 2006 until 2018. Mark qualified as a solicitor in 1987.

For information on independence of the Directors, please see pages 94 to 95.

Outgoing Directors

David Forde, Emer Finnan, Jim Thompson and Helen Pitcher all stepped down from the Board during FY2024 and Patrick McMahon stepped down from the Board on 6 June 2024.

Board Committee Membership Key



Corporate Governance Report

Dear Shareholder

On behalf of the Board, I present the Corporate Governance Report for the financial year ended 29 February 2024 ('FY2024').

This report sets out our approach to Corporate Governance and summarises the role of the Board in providing effective leadership to promote the long-term sustainable success of C&C and outlines the key areas of focus of the Board and its activities undertaken during the year. My introductory letter on pages 2 to 5 of this Annual Report sets out some of the Group's key challenges and achievements during the year and my expectations on the outlook for 2025. The ongoing engagement with our key stakeholders, is essential to ensure that I can lead the Board effectively and create the right conditions to enable us to deliver on our strategy.

During FY2024 after accounting discrepancies were discovered and notified to the Audit Committee an independent accounting firm was appointed to investigate the relevant issues, determine any potential financial impact and establish the time period over which the issues extended. The most significant accounting issues related to the Group's cider production facility in Clonmel, together with further adjustments to current assets and liabilities at a number of the Group's other sites, and amendments to provisions for onerous apple contracts. The issues identified were then considered in detail by both the Group's Audit Committee and the Board as part of the finalisation of the Group's FY2024 Annual Report and Accounts.

As a consequence, accounting adjustments have been made to the financial statements relating to FY2021, 2022 and 2023. The accounting adjustments in aggregate represent an underlying operating profit adjustments charge of €6.1m. By year, the restatements comprised a €1.5m adjustment charge in FY2023, a €3.1m adjustment credit in FY2022 and a €7.7m adjustment charge in FY2021. These adjustments relate principally to five items, inventory related matters (€11.1m charge), incorrect accounting treatment of inventory of branded glassware (€1.1m charge), goods received not invoiced ('GRNI') (€2.9m credit), the timing of release of customer discount liabilities (€3.7m credit), together with additional items (net €0.5m charge) over the three-year period in question. In addition, the Group has recorded an exceptional prior year (FY2023) charge with respect to onerous apple contracts of €12.2m. The total value of the pre-tax adjustments (including exceptional) is €18.3m and the impact on the Group's retained earnings position at FY2023 is €15.6m. There will also be an impact on the unaudited FY2024 interim results, the details of which will be provided in the FY2025 Interim results to be announced in October.

The need to make these prior year adjustments is deeply disappointing to the Board. It is clear that in parts of the organisation, our governance and internal controls framework did not perform as required and behaviours fell short of the levels of accuracy and transparency expected by the Board. Importantly, as set out below, on 1 March 2024 we welcomed Andrew Andrea, a highly experienced Chief Financial Officer ('CFO') to C&C, who has overseen the 2024 Annual Report and Accounts process to its conclusion. Resulting from the robust internal and external reviews undertaken, we have already implemented a number of the proposed remedial actions to our internal controls and reporting framework. I set out later in this report specific changes and improvements we have made to Board governance, financial controls, the internal audit process and the reporting culture which make us confident that the issues identified will not be repeated. An additional key focus of the Board for going forward is our commitment to ensuring a transparent organisational culture and renewed engagement behind our independent and confidential reporting programme called 'Speak Up'.

Board Composition and Succession

As detailed on page 3, on 6 June 2024 Patrick McMahon stepped down as CEO and from the Board with immediate effect. I was appointed by the Board to serve in the role of CEO in addition to my role as Chair of the Board. I recused myself from this decision process and also stepped down as Chair of the Nomination Committee on taking up the role of CEO. It is expected that I will act as CEO for the next 12-18 months, though the Nomination Committee has committed to keep this under review as the recruitment process for a new CEO progresses. The rationale for my appointment to the position of CEO is to ensure stability within the senior leadership team and to execute on the Group's strategic objectives following a challenging trading period, in part reflecting the ERP implementation issues of the past year, together with a series of new appointments to the leadership team, the creation of a new reporting structure and the impact of the recent accounting and internal control issues. My existing relationships with key stakeholders; in particular with employees, shareholders, customers and suppliers, was also considered by the Board as an important factor in my appointment. The detailed rationale for my appointment is set out on page 98 and also within the Nomination Committee Report on page 127.

A search for Patrick McMahon's long-term successor will commence in the autumn. It will be a rigorous process and will be undertaken with the support of an independent executive search firm. Upon the appointment of a new CEO, I will revert to my position as Non-Executive Chair of the Board. The Board recognises that one-individual holding the posts of Chair and CEO is a departure from governance best-practice, however, the unanimous view of the Board is that the interests of C&C's employees, shareholders and wider stakeholders is best served by this leadership structure through the near term.

As outlined in last year's report, at the conclusion of the Annual General Meeting in July 2023, Jim Thompson and Helen Pitcher stepped down from the Board, David Forde stepped down as CEO in May 2023, and consequently Patrick McMahon, then CFO, was appointed CEO with immediate effect. I was appointed as Executive Chair to support the management transition as Patrick McMahon retained his responsibilities as CFO until a new CFO was appointed. On 1 March 2024, we were pleased to welcome Andrew Andrea as CFO, an experienced public company Executive who brings a rare depth of expertise within our industry to C&C.

In July 2023, we were pleased to welcome Angela Bromfield as Non-Executive Director and Remuneration Committee Chair. As part of our ongoing succession planning process, our Non-Executive Director search successfully concluded with the appointment of Sarah Newbitt and Chris Browne as Independent Non-Executive Directors, bringing significant Executive and Non-Executive experience, and further strengthening the Board as well as adding new perspectives and insight from their respective careers. You can find Angela's, Sarah's and Chris's biographies on pages 92 and 93.

We also announced in February 2024, that Vincent Crowley, Non-Executive Director will be stepping down from the Board at the conclusion of the 2024 AGM, after almost nine years of service. The Board would like to thank Vincent for his significant contributions and service to the Group during his tenure on the Board.

I am committed to ensuring that C&C's Board composition reflects a diverse mix of skills, experience, personal attributes as well as broader aspects of diversity which includes gender, ethnicity, skillset, educational experience and tenure. In line with our succession planning, I look forward to announcing progress on the appointment of a further Non-Executive Director in the near future.

Our People, Diversity and Culture

As a people focused business, our strength comes from an inclusive and welcoming environment, where we recognise that the experiences and perspectives which make us unique come together in our shared values and vision. We strongly believe that the more our people reflect the diversity of our society, the better equipped we are to meet the needs of our customers and consumers.

Ensuring that we have a culture which promotes and values diversity, and one which is maintained throughout the business, is a continual prime focus and is underpinned by our Diversity, Inclusion and Wellbeing ('DI&W') Policy, which sets out our objectives across the organisation. The importance of this area also forms the basis for Board diversity and succession planning as we consider the best constitution of the Board to successfully take the Group forward to deliver the Group's strategy. Further details about our overall approach to Diversity, Equity and Inclusion ('DE&I) can be found in the Sustainability Report on pages 59 to 89 and the Nomination Committee Report on pages 127 to 135. You can also read about our Gender Pay Gap on page 28.

Throughout FY2024, DE&I has remained a key focus. While acknowledging that there is still work to be done, we're pleased with our progress over the past year, with highlights including: the launch of our DE&I two-year strategic plan, supporting and listening to our employees' voice, complying with FCA Listing rule diversity targets and the launch of our Working Parents Policy.

As detailed further within this report, we recognise that we need to review our processes around transparency and openness following the internal accounting and control issues which were identified recently. As a Board we are fully engaged in a campaign to refresh our healthy workplace 'Speak up' programme as part of the many actions we are taking to promote our culture of openness and trust, which ensures the integrity of our internal financial reporting and controls environment.

Corporate Governance Report (continued)

Sustainability

Building on our strong governance framework to ensure that ESG is embedded into everything that we do at C&C, a new ESG Management Committee was established to review sustainability initiatives and regulatory reporting. These responsibilities, previously sat with the ESG Board Committee, allowing the ESG Board Committee the opportunity to provide additional focus and scrutiny and to identify areas where C&C's approach to sustainability can make the most material impact, while ensuring high standards of governance and reporting in this area.

An impact materiality assessment exercise, in line with the Global Reporting Initiative, was completed during the year to ensure that the Group's ESG priorities remain aligned with the views of our key stakeholders. We have commenced work on a Double Materiality assessment to further strengthen the Group's response to ESG regulations, including the Corporate Sustainability Reporting Directive ('CSRD') and our reporting efforts in line with the Task Force on Climate-Related Financial Disclosures ('TCFD'). The assessment will consider both the material impacts on our stakeholders and also material sustainability related risks and opportunities for C&C.

Stakeholders

We have sought to balance the needs of our numerous stakeholders throughout the year, be they employees, communities, consumers, customers, suppliers, Shareholders or regulators, while taking steps to secure the Group's longer-term success. There has been a continued dialogue with all of the main stakeholder groups, and on behalf of the Board, I would like to take this opportunity to thank them all for their partnership during this period. Working together has been vital and will continue to be so as we seek to deliver our sustainability strategy.

Details of the methods we have used to engage with stakeholders to understand their views can be found on pages 8 to 9. A statement on how the Directors have had regard to the matters set out in section 172 of the Companies Act 2006 can be found on page 100.

Key changes since 1 March 2024 to address issues identified by investigation into the inventory and balance sheet reconciliations and controls by our Finance Teams

As described in my opening paragraphs, the Board has made a number of enhancements to its corporate governance and internal controls structure to address the issues identified by the investigation into the Clonmel inventory issue and related accounting adjustments. We had already refreshed the Board, most notably the appointment of the new CFO prior to these issues being notified to the Audit Committee and Board. Since the appointment of the new CFO, we have additionally focused on re-organising the Group's finance team, significantly uprating its experience and technical capabilities. We have performed an in-depth balance sheet review and have put in place new controls in the two areas which gave rise to the most material prior year matters thereby providing a high degree of confidence that there are no material issues as at FY2024 balance sheet date. What is also clear is that a significant overhaul of the internal audit process and risk management and monitoring is required to ensure the efficient functioning of the Group's financial reporting framework going forward. This review will take place quickly after the completion of the 2024 process. Other actions identified following this investigation – many of which are either completed or in hand are set out in the Audit Committee Report on pages 114 to 122 below.

Patrick McMahon was CFO during the periods to which these prior year adjustments relate. Whilst these issues in aggregate represent less than 1% of total group assets, Patrick has acknowledged that the relevant shortcomings occurred at a time when he had overall responsibility for the Group's finance function. Accordingly, he informed the Board that he would step down as CEO and as a Director on 6 June 2024. The Board, with regret, agreed that it would be in the best interests of the Group for Patrick to do so. It has been agreed that he will remain as an employee until the end of September to facilitate a smooth transition. On behalf of the Board and the wider Group, we thank Patrick for his contribution and service to C&C over many years.

As outlined above, consequent on Patrick McMahon leaving the business, the Board has appointed me to hold the position of Chair and CEO for a period of 12 to 18 months. As detailed in the Nomination Committee Report, I was not part of the discussions relating to the final appointment. Recognising that combining the roles of Chair and CEO is a departure from best-practice, the rationale for the decision reflects a number of factors including: my experience in the role of Executive Chair; my tenure and experience in the beverage sector more broadly; my existing relationships with stakeholders, in particular employees, shareholders, customers and suppliers. My appointment is temporary and serves to ensure continuity of leadership at a time of significant change for the business.

The changes underway in the business which require continuity of leadership and industry experience include:

- Ensuring the continued performance of the business in the aftermath of the ERP implementation issues of the past year;
- Managing the change associated with a number of new external appointments to key management functions including Finance, Marketing, Human Resource and Technology;
- Changing the reporting structures to reflect C&C's position as a brand and distribution businesses rather than the historical geographical reporting structure; and
- Overseeing the changes required to address the accounting and financial control issues recently identified.

Board Performance

It is very important that the performance of the Board, its committees and individual Directors is rigorously reviewed. This year, an internal Board Performance review was conducted in accordance with the UK Corporate Governance Code 2018 ('the Code') and supported by the Company Secretary and Group General Counsel. The results were encouraging, and I am pleased to report that key areas of Board strength continue to be its strong composition, shared passion, and the open and collaborative culture within the Board. Leveraging on our strengths, we want to ensure that we work as effectively as possible. There are five areas of continued improvement that will form part of the Board's action plan for FY2025.

Priority areas for FY2025 are as follows: Board oversight of and input into strategy, succession planning for Executive Directors, Group Executive Committee members and senior management, risk and control oversight, Board meeting dynamics, and understanding of culture and promotion of our 'Speak Up' reporting programme.

Our progress against last year's areas of focus, as well as the outcome of this year's effectiveness review can be found on pages 105 to 106.

Looking forward

As a Board, our commitment is to maintain the highest standards of Corporate Governance across the Group and continue to promote and enhance the inclusive culture we are building at C&C; and a culture which fosters an open and transparent environment where any concerns may be raised with the confidence they will be addressed without retribution. We will also focus on the delivery of our strategy, financial and operational targets, and build on the foundations for growth that we have laid down. I would like to thank my Board colleagues and the Group Executive Committee for their support, as well as for their continued leadership as we continue to build a business which delivers on the interests of all our stakeholders and the communities and wider society in which we operate.

I encourage all stakeholders to take every opportunity presented to engage with the Company and I would welcome you to attend, and in any case vote at, the forthcoming Annual General Meeting on 15 August 2024.

UK Corporate Governance Code 2018

The Corporate Governance Report, which incorporates by reference the Nomination Committee, Audit Committee, ESG and Directors' Remuneration Committee Reports and Sustainability Report, describes how the Company has complied with the provisions of the Code. Further details on the Company's compliance with the Code during FY2024 can be found below.

The following pages set out details of the composition of our Board, its Corporate Governance arrangements, processes and activities during the year, and reports from each of the Board's Committees.

Ralph Findlay
Chair & Chief Executive Officer

Corporate Governance Report (continued)

Compliance with the UK Corporate Governance Code 2018

The Board considers that the Company has, throughout the year ended 29 February 2024 complied with the provisions of the UK Corporate Governance Code 2018. Subsequent to the end of the year under review, the appointment of Ralph Findlay as CEO in addition to his role as Chair of the Board means that, going forward, the Company will not comply with provision 9 of the Code by virtue of the roles of Chair and CEO being exercised by the same individual. The Board believes however that this is appropriate in the short term in order to ensure stability within the senior leadership team as a consequence of the previous CEO stepping down on 6 June 2024. It is anticipated that the roles will be combined for a period of 12 to 18 months, with the search for a long-term successor as CEO due to commence in the autumn. Following the appointment of a new CEO, it is intended that Ralph Findlay will revert to being Non-Executive Chair. The rationale for the combination or roles is set out above and also within the Nomination Committee Report on page 98.

Board Leadership and Company Purpose

Role of the Board

The Group is led and controlled by the Board of Directors ('the Board') and chaired by Ralph Findlay.

The core responsibility of the Board is to ensure the Group is appropriately managed to achieve its long-term objectives, generating value for Shareholders and contributing to wider society. The Board's objective is to do this in a way that is supported by the right culture and behaviours.

The Board has adopted a formal schedule of matters specifically reserved for decision by it, thus ensuring that it exercises control over appropriate strategic, financial, operational and regulatory issues (a copy of the Matters Reserved to the Board can be found at candcgroupplc.com/corporate-governance/. Matters not specifically reserved for the Board and its Committees under its schedule of matters and the Committees' terms of reference, or for Shareholders in general meeting, are delegated to members of the Group Executive Committee.

The balance of skills, background and diversity of the Board contributes to the effective leadership of the business and the development of strategy. The Board's composition is central to ensuring all Directors contribute to discussions. As a means to foster challenge and Director engagement, led by the Senior Independent Director, the Non-Executive Directors meet without the Chair present at least annually. Likewise, the Chair holds meetings with the Non-Executive Directors without the Executives present. In each of these settings, there is a collaborative atmosphere that also lends itself to the appropriate level of scrutiny, discussion and challenge.

The Company has procedures whereby Directors (including Non-Executive Directors) receive a formal induction and familiarisation with the Group's business operations and systems on appointment, including trips to manufacturing sites with in-depth explanations of the processes involved at the sites and meetings with Executive Committee members and senior management.

Our Purpose

To play a role in every drinking occasion, delivering joy to our customers and consumers with remarkable brands and service. Information on our strategy is set out on pages 20 to 21.

Our Culture

C&C has an open, humble, respectful, but competitive culture, underpinned by certain values and behaviours, namely:

Our Values

- We respect people and the planet
- We bring joy to life
- Quality is at our core

Our Behaviours

- We put safety first
- We are customer centric
- We collaborate through trust
- We keep it simple and remain agile
- We are fact based, data and insight driven
- We learn to improve

The Board recognises the importance of a strong corporate culture and the role it plays in delivering the long-term success of the Company. C&C colleagues want to work for a company that values them and allows them to be themselves and to thrive both personally and professionally. The Board, Executive Committee and senior leadership team, strive to create a positive culture at C&C, providing colleagues with the opportunity to grow, and develop in an inclusive environment. A strong culture also ensures that individuals have the confidence to speak up where they have concerns in the knowledge that those concerns will be heard and responded to. To create the right culture, it is important that colleagues live and breathe C&C's values, and this starts with our leadership team. The Board sets the tone from the top to demonstrate and promote these values, which are a critical element to creating a working environment so everyone can thrive. The Board uses a variety of mechanisms, cultural indicators and reporting lines to monitor the culture, listen to colleagues and act on what they say. The table below highlights some of those indicators.

Cultural Indicators

Health and Safety	Employees	Ethics and Compliance	Customers and Suppliers	Sustainability
• Lost time frequency rates • Workplace safety accident rates • Reporting of injuries, diseases and dangerous occurrences • Near miss reporting	• Employee 'town hall' meetings/face-to-face meetings • CEO's quarterly 'All-colleagues' call • Results of 'Peakon' employee engagement surveys • Employee turnover rates • Gender pay gap disclosures • Reports on progress on diversity, equity, and inclusion • Employee Engagement sessions with the designated Non-Executive Directors	• Internal audit reports and findings • Fraud and misconduct statistics • Annual confirmation of compliance with our anti-financial crime policies • Whistle blower statistics	• Compliance with supply chain standards • Customer retention rates • Supplier audits • Brand satisfaction ratings • On time in full rates	• Tracking of ESG targets in line with the Company's ESG strategy • Collaboration with Governments, NGOs and Industry Programmes • Engagement with stakeholder groups such as suppliers and the community

Engagement with Shareholders

Information on relations with Shareholders is provided as part of the Stakeholder engagement section of the Strategic Report on pages 8 to 9.

In fulfilling their responsibilities, the Directors believe that they govern the Group in the best interests of Shareholders, whilst having due regard to the interests of other stakeholders in the Group including customers, employees and suppliers.

In addition to our formal AGM, the Chair has regular engagement with major Shareholders in order to understand their views on governance and performance against the strategy. More details can be found on page 100. Our Remuneration Committee Chair has also engaged with major Shareholders in March and May 2024 in relation to the proposed Remuneration Policy.

The Chair ensures that the Board has a clear understanding of the views of Shareholders. The Executive Directors have regular and ongoing communication with major Shareholders throughout the year, by participating in investor roadshows and presentations to Shareholders. Feedback from these visits is reported to the Board. The Executive Directors also have regular contact with the Company's analysts and corporate brokers. The Chair, Senior Independent Non-Executive Director as well as other Non-Executive Directors, particularly as part of their Committee responsibilities, receive feedback on matters raised at the meetings with Shareholders and are offered the opportunity to attend meetings with major Shareholders. As a result of these procedures, the Non-Executive Directors believe that they are aware of Shareholders' views across a range of topics that are material to C&C. In addition, Chris Browne, the Senior Independent Non-Executive Director, and the Committee Chairs are available to meet with major Shareholders. Arrangements can also be made through the Company Secretary and Group General Counsel for major Shareholders to meet with newly appointed Directors.

The Group maintains a website at www.candcgroup.com which is regularly updated and contains information about the Group.

Stakeholders

The Code provides that the Board should understand the views of the Company's key stakeholders other than Shareholders and describe how their interests and the matters set out in section 172 of the UK Companies Act 2006 ('s.172') have been considered in Board discussions and decision making.

Whilst s.172 is a provision of UK company law, the Board acknowledges that as a premium listed issuer, it is important to address the spirit intended by these provisions.

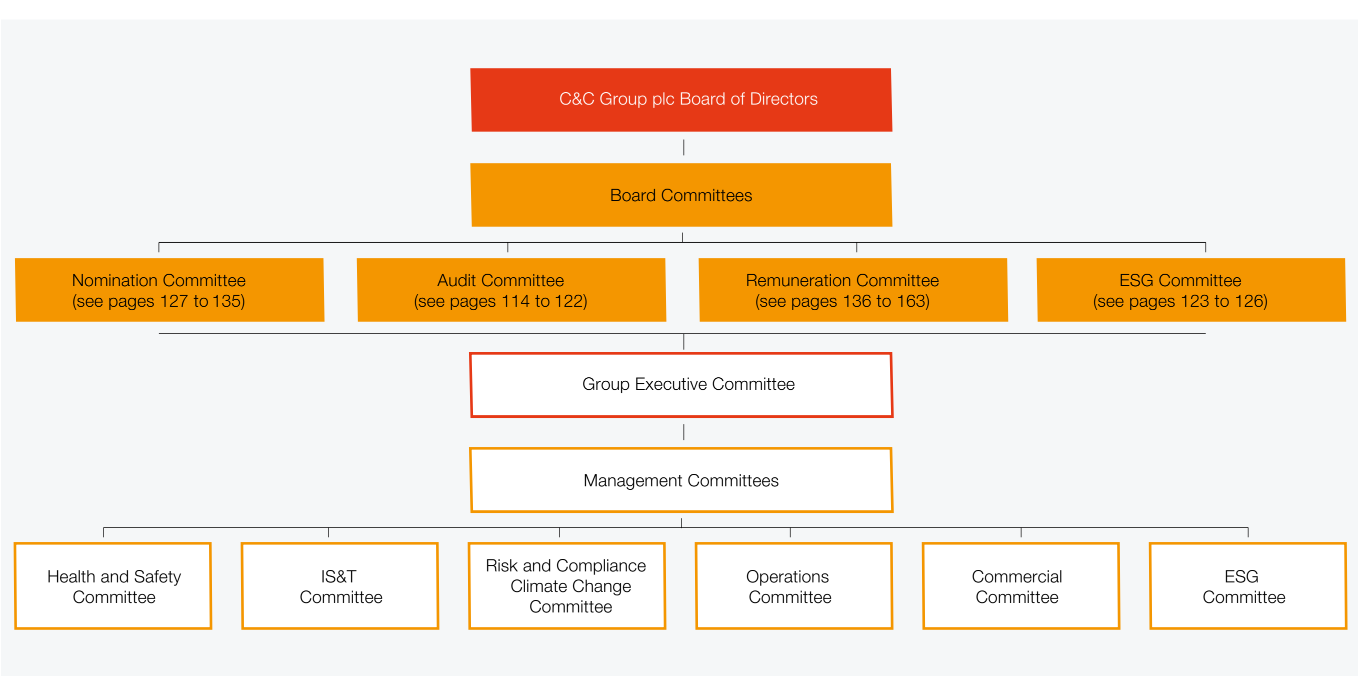
Corporate Governance Report
(continued)

Section 172 Statement

A director of a company must act in a way they consider, in good faith, would most likely promote the success of the company for the benefit of its members as a whole, taking into account the factors as listed in s. 172. This is not a new requirement, and the Board has always considered the impact of its decisions on stakeholders. We set out below some examples of how the Board has done so in relation to three decisions during the year. Details of who the Board considers the main stakeholders are, how we have engaged with them during the year and the outcomes of the process are set out on page 8 to 9 and forms part of the s.172 statement.

Key decision	Stakeholders
Board Composition Review	
The Board reviewed the Board and Committee composition, in line with their succession plan, to ensure that the Board was future fit for long-term sustainable success. The Board also considered the FTSE for Women Review, the Parker Review and FCA Listing Rules on Diversity. The skills matrix on page 135 confirms the attributes we identify as key in the Board's leadership role.	• Shareholders • Employees • Customers
Share Buyback Programme	
As part of creating Shareholder value, the Board announced during the year that it would launch a share buyback programme. The programme formed part of the Group's plan to return up to €150 million to Shareholders over the next three fiscal years as announced in October 2023, through a combination of dividends and share buybacks The Programme is underpinned by the Board's confidence in the medium-term outlook for the business and its strong cash generation capabilities.	• Employees • Shareholders
Payment of Dividend	
The Board reinstated the payment of dividends last year and paid an interim dividend of 1.89 cents in December 2023 and is proposing to pay a final dividend of 3.97 cents subject to Shareholder approval at the AGM on 15 August 2024.	• Employees • Customers • Suppliers • Shareholders

Governance Framework



Division of Responsibilities

It is the Company's policy that the roles of the Chair and CEO are separate, with their roles and responsibilities clearly defined and set out in writing. As described above, in June 2024, the Chair became the CEO. Upon the appointment of a new CEO, the Chair will revert to a Non-Executive Chair role. The functions and duties of the Senior Independent Director are also set out in a separate statement and available on our website at candcgroupplc.com/corporate-governance.

Chair

The Chair, Ralph Findlay is responsible for the leadership of the Board and ensuring effectiveness in all aspects of its role. The Chair is responsible for ensuring, through the Company Secretary and Group General Counsel that Directors receive accurate, timely and clear information. He is responsible for setting the Board's agenda and ensuring adequate time is available for Board discussion and to enable informed decision making. He is responsible for promoting a culture of openness and debate by encouraging and facilitating the effective contribution of all Non-Executive Directors and constructive relations between Executive and Non-Executive Directors. The Chair ensures high standards of Corporate Governance and ethical behaviour and oversees the culture of the Group.

Senior Independent Director

Chris Browne, Senior Independent Non-Executive Director. In addition to her role and responsibilities as an Independent Non-Executive Director, Employee Engagement Non-Executive Director and Nomination Committee Chair from 7 June 2024, the Senior Independent Director is available to Shareholders where concerns have not been resolved through the normal channels of communication and for when such contact would be inappropriate. Chris acts as a sounding board for the Chair and acts as an intermediary for the Directors when necessary. She is responsible for annually evaluating the performance of the Chair in consultation with the other Non-Executive Directors.

Non-Executive Directors

Vineet Bhalla, Angela Bromfield, Chris Browne, Jill Caseberry, Vincent Crowley, John Gibney and Sarah Newbitt; the Non-Executive Directors provide an external perspective, sound judgement and objectivity to the Board's deliberations and decision making. With their diverse range of skills and expertise, they support and constructively challenge the Executive Directors and monitor and scrutinise the Group's performance against agreed goals and objectives. The Non-Executive Directors together with the Chair meet regularly without any Executive Directors being present. The Non-Executive Directors provide a conduit from the workforce to the Board for workforce engagement and have sufficient time to meet their board responsibilities.

Chief Executive Officer (CEO)

Ralph Findlay, Chief Executive Officer is responsible for the leadership and day-to-day management of the Group. This includes formulating and recommending the Group's strategy for Board approval in addition to executing the approved strategy. As outlined above, the roles of Chair and CEO will be held by Ralph Findlay on a temporary basis for the next 12 to 18 months.

Chief Financial Officer (CFO)

Andrew Andrea, Chief Financial Officer, is responsible for the management of the day-to-day operations of the Group, in accordance with authority delegated by the Board and together with the Chief Executive Officer, leads the relationship with institutional Shareholders.

Company Secretary

Mark Chilton, Company Secretary, supports the Chair, Chief Executive Officer and the Board Committee Chairs in setting Agendas for meetings of the Board and its Committees. He is available to all Directors for advice and support. He is responsible for information flows to and from the Board and the Board Committees and between Directors and senior management. In addition, he supports the Chair in respect of training and the Board and Committee performance reviews. He also advises the Board on regulatory compliance and Corporate Governance matters.

Board Committees

The Board has established a Nomination Committee, Audit Committee, ESG Committee and Remuneration Committee to oversee and debate relevant issues and policies outside main Board meetings. Throughout the year, the Chair of each Committee provided the Board with a summary of key issues considered at the Committee meetings. Board Committees are authorised to make enquiries of the Executive Directors and senior management across the Group as they feel appropriate and to engage the services of external advisers as they deem necessary in the furtherance of their duties at the Company's expense.

Corporate Governance Report
(continued)

Employee Engagement

During the year the Board assessed our current Employee Engagement mechanism whereby each Non-Executive Director was appointed to a business unit, to understand employee's views and provide feedback to the Board. Having undertaken a review to assess if this method was effective, the Board felt that this process could be improved by reducing the number of Employee Engagement Non-Executive Directors from seven to two designated Employee Engagement Non-Executive Directors. The Nomination Committee approved the appointment of the two newly appointed Non-Executive Directors, Chris Browne and Sarah Newbitt, as designated Employee Engagement Non-Executive Directors, given their people skills and that they were new to the Board. The Board also adopted Terms of Reference for the role, and these can be found that on our website at candcgroupplc.com/corporate-governance/terms-of-reference. Employee Engagement is now a standing item on the Board Agenda, and we have a programme of listening sessions for the full year, with an action plan detailing what our colleagues are telling us to ensure the Board are considering this feedback in their decision making. We also as part of our Board Induction Programme and Non-Executive Director site visits, have taken the opportunity to follow these with informal listening sessions, to allow deeper dialogue on matters of importance to our employees. The Board will continue to enhance and improve the process and keep the effectiveness of this approach under review.

During the year the Employee Engagement Non-Executive Directors visited Wellpark Brewery and Cambuslang Depot in Glasgow and the Depot in Belfast. They also attended one of our DE&I advisory group sessions and one of the CEO's quarterly 'All Colleague' sessions. These are an essential part of our Governance, and it allows the Directors to better understand the business, engage with local management and, more importantly, hear directly from employees.

These quarterly 'All Colleague' sessions are hosted by the CEO and Executive Committee members and provide a short business update, with the key focus being to answer any questions that colleagues have about C&C. These meetings build on existing employee engagement opportunities and the Group's continuing efforts to develop a culture of informality, transparency and trust. The aim is to provide a further opportunity to increase two-way dialogue between the Company and all colleagues. They also allow our Non-Executive Directors to hear directly from colleagues and then feed back to the Board.

Post the year-end audit and internal control issues identified, we are also engaged in a campaign to refresh and re-enforce our healthy workplace 'speak up' culture to ensure that any of our employees who have concerns are comfortable to raise those through the appropriate channels and that those concerns will be actioned appropriately and confidentially.

Board Meetings in FY2024

The Directors' attendance at Board meetings during the year ended 29 February 2024 is shown in the table below. The core activities of the Board and its Committees are covered in scheduled meetings held during the year. Additional unscheduled meetings are also held to consider and decide matters outside scheduled meetings.

Board and Committee members are expected to attend each scheduled meeting, and, wherever possible, any unscheduled meetings. If a Director is unable to attend a meeting due to exceptional circumstances, or pre-existing commitments, they are encouraged to provide comments and observations on the relevant Board and Committee papers, to the Chair of the Board or Committee so that they may be shared with Directors at the meeting. The Board aims to hold at least two meetings in different operating locations each year. When visiting operating locations, Directors can meet with a diverse group of senior business leaders and colleagues, which allows them to gain further insight into how the business works and the opportunity to listen to colleagues' views and ask questions.

Directors are invited to attend all Board Committee meetings, irrespective of whether they are a committee member. This is subject only to recusal regarding matters concerning the individual(s) or any conflicts of interests.

All Directors holding office at the time attended the 2023 AGM.

Director	Number of Scheduled Board Meetings Attended	Number of Unscheduled Board Meetings Attended
Executive		
Ralph Findlay	8/8	1/1
Patrick McMahon	8/8	1/1
Non-Executive		
Vineet Bhalla	8/8	1/1
Angela Bromfield [1]	5/5	1/1
Chris Browne [2]	2/3	1/1
Jill Caseberry	8/8	1/1
Vincent Crowley	8/8	1/1
John Gibney	8/8	1/1
Sarah Newbitt [3]	3/3	1/1
David Forde [4]	2/3	-
Helen Pitcher [5]	4/4	-
Jim Thompson [6]	4/4	-

1. Meetings attended by Angela Bromfield from the date of her appointment on 13 July 2023.
2. Meetings attended by Chris Browne from the date of her appointment on 2 October 2023. Due to other commitments that we were aware of prior to Chris's appointment she was unable to attend the December Board meeting, however, was provided with an update from the Chair.
3. Meetings attended by Sarah Newbitt from the date of her appointment on 31 August 2023.
4. Meetings attended by David Forde until the date of his stepping down from the Board on 18 May 2023.
5. Meetings attended by Helen Pitcher until the date of her stepping down from the Board on 13 July 2023.
6. Meetings attended by Jim Thompson until the date of his stepping down from the Board on 13 July 2023.

Board activity during FY2024

Each Board meeting follows a carefully tailored agenda agreed in advance by the Chair, CEO and Company Secretary. A typical meeting will comprise reports on current trading and financial performance from the CEO and CFO, investor relations updates, monitoring strategy, examining investment and acquisition opportunities and presentations/reports on specific subject areas. A summary of the key activities covered during FY2024 is set overleaf.

Strategy, Operations and Finance

- Approved the Group's Viability Statement;
- Received presentations from management on brand marketing plans;
- Received presentations from the CEO and CFO and senior management on strategic initiatives and trading performance;
- Approved the annual budget plan and KPIs;
- Reviewed and approved the Group's full year FY2023 and half year FY2024 results as well as trading updates;
- Approved the Group's FY2024 Annual Report (including a fair, balanced and understandable assessment) and 2024 AGM Notice;
- Received and reviewed updates from senior management on the Group's sustainability strategy including ESG frameworks, climate change risks and TCFD reporting;
- Received and discussed presentations from the GB Head of Logistics and the Manufacturing Director;
- Received Investor relations updates; and
- Received updates from the Technology and Transformation Director on the Company's ERP system in our MCB business.

People and Culture

- Review of succession planning;
- Continued focus on the composition, balance and performance of the Board, including the appointment of a Chair of the Remuneration Committee, Senior Independent Director, CEO, CFO and three Non-Executive Directors;
- Reviewed our workforce engagement method and as a result of revising our approach, appointed two designated Employee Engagement Non-Executive Directors;
- Reviewed and discussed six monthly "Peakon" employee satisfaction survey results and monitored culture throughout the Group;
- Considered progress towards greater diversity in the workforce;
- Received reports on engagements with colleagues; and
- Received and discussed a presentation on the Group Remuneration policy and reward strategy.

Safety

- Safety is a standing item on every Board Agenda.
- Received and discussed six monthly safety performance reports and updates presented by the Group Health and Safety Manager.

Internal Control and Risk Management

- Reviewed the Group's risk management framework and principal risks and uncertainties and emerging risks;
- Reviewed and confirmed the Group's Viability Statement and going concern status;
- Reviewed and evaluated the effectiveness of the Group's systems of internal controls and risk management and recommended additional actions to be taken; and
- Reviewed updates on the information and cyber security control environment.

Governance and Legal

- Reviewed regular briefings on Corporate Governance developments and legal and regulatory issues;
- Approved the Group's Modern Slavery Statement for publication;
- Received reports on engagement with institutional Shareholders, investors and other stakeholders throughout the year;
- Reviewed progress against the 2023 external Board Performance Review action plan;
- Conducted an internal Board Performance review, with the outcome discussed by the Board;
- Approved the Board Diversity Policy;
- Received and reviewed whistleblowing reports and activities;
- Received and discussed six monthly reports and updates presented by the Group Data Protection Officer;
- Received updates from the Chairs of the Audit, Nomination, Remuneration and ESG Committees;
- Reviewed the Remuneration and ESG Committees Terms of Reference; and
- Implemented Terms of Reference for the role of Employee Engagement Non-Executive Director.

Objectives and Controls

The Group's strategic objectives are set out on pages 20 to 21 and a summary of performance against the Group's KPIs is at pages 30 to 31. The Board also receives regular updates across a broad range of internal KPIs and performance metrics. The Group has a clear risk management framework in place, as set out on pages 32 to 41, to manage the key risks to the Group's business.

Business Model and Risks

The Group's Business model is set out on pages 22 to 24. The Risk Management Report on pages 32 to 40 contains an overview of the principal risks facing the Group and a description of how they are managed.

Whistleblowing

All employees have access to a confidential whistleblowing service which provides an effective channel to raise concerns. The Audit Committee and the Board receives updates detailing all notifications and subsequent action taken. You can read more about this on page 86.

Post the year-end audit and internal control issues identified, we are also engaged in a campaign to refresh and re-enforce a healthy workplace 'speak up' culture to ensure that any of our employees who have concerns are comfortable to raise those through the appropriate channels and that those concerns will be actioned appropriately and confidentially.

Composition, Succession and Evaluation

As at 29 February 2024, the Board consisted of an Executive Chair, one Executive Director and seven independent Non-Executive Directors. As at 27 June 2024, the date of this Report, following Patrick McMahon stepping down as CEO and the appointment of Ralph Findlay as CEO in addition to his role as Chair, the Board consists of two Executive Directors and seven independent Non-Executive Directors. Upon the appointment of a new Chief Executive Officer in due course, Ralph Findlay will revert to a Non-Executive Chair role.

Corporate Governance Report
(continued)

Over half of the Board comprises independent Non-Executive Directors and the composition of all Board Committees complies with the Code, while also including longer serving and more recently appointed Directors. Additionally, the Chair was considered independent on his appointment. Details of the skills and experience of the Directors are contained in the Directors' biographies on pages 92 to 93 and also on page 127 of the Nomination Committee Report.

The independence of Non-Executive Directors is considered by the Board and reviewed at least annually, based on the criteria suggested in the Code. Non-Executive Directors do not participate in any of the Company's share option or bonus schemes.

Following this year's review, the Board concluded that all the Non-Executive Directors continue to remain independent in character and judgement and are free from any business or other relationship that could materially interfere with the exercise of their independent judgement in accordance with the Code.

Appointments to the Board

Recommendations for appointments to the Board are made by the Nomination Committee. In accordance with the Matters Reserved to the Board and the Nomination Committee Terms of Reference, which provide a framework for the different types of Board appointments on which the Committee may be expected to make recommendations. Appointments are made on merit and against objective criteria with due regard to diversity (including skills, knowledge, experience and gender).

All Board appointments are subject to continued satisfactory performance followings the Board's annual performance review. The Nomination Committee, chaired by Chris Browne from 7 June 2024, leads the process for Board appointments and makes recommendations to the Board. The activities of the Nomination Committee and a description of the Board's policy on diversity are on pages 127 to 135.

Time Commitment and external appointments

Following the Board Performance Review process, detailed further on pages 105 to 106, the Board has considered the individual Directors attendance, their contribution and their external appointments and is satisfied that each of the Directors is able to allocate sufficient time to the Group to discharge their responsibilities effectively. As evidenced by the attendance table earlier in the report, the attendance remained high and demonstrates the Directors' ability to devote sufficient time.

In line with the Code, Directors are required to seek Board approval prior to taking on any additional significant external appointments and explain the reason for permitting these appointments. Prior to these appointments, the Board considers the time required, including whether it would impact their ability to devote sufficient time to their current role.

Development

On appointment, a comprehensive tailored Board induction programme is arranged for each new Director. The aim of the programme is to provide the Director with a detailed insight into the Group. The programme involves meetings with the Chair, Chief Executive Officer, Chief Financial Officer, Company Secretary, Group Executive Committee members, key senior management, legal advisors, and brokers. It covers areas such as:

- the business of the Group;
- their legal and regulatory responsibilities as Directors of the Company;
- briefings and presentations from Executive Directors and other senior management; and
- opportunities to visit business operations.

To update the Directors' skills, knowledge and familiarity with the Group and its stakeholders, visits to Group business locations are organised for the Board periodically, as well as trade visits with members of senior management to assist Directors' understanding of the operational issues that the business faces. Non-Executive Directors are also encouraged to visit Group operations throughout their tenure to increase their exposure to the business. Directors are continually updated on the Group's businesses, the markets in which they operate and changes to the competitive and regulatory environment through briefings to the Board and meetings with senior management.

Training opportunities are provided through internal meetings, presentations and briefings by internal advisers and business heads, as well as external advisers. During the year the Board completed ESG training, and more details can be found on page 82 of the Sustainability Report.

Information and Support

All members of the Board are supplied with appropriate, clear and accurate information in a timely manner covering matters which are to be considered at forthcoming Board and Committee meetings.

Should Directors judge it necessary to seek independent legal advice about the performance of their duties with the Group, they are entitled to do so at the Group's expense. Directors also have access to the advice and services of the Company Secretary, who is responsible for advising the Board on all governance matters and ensuring that Board procedures are followed.

The appointment and removal of the Company Secretary is a matter requiring Board approval.

Re-election of Directors

All Directors are required by the Company's Articles of Association to submit themselves to Shareholders for election at the first Annual General Meeting after their appointment and thereafter for re-election by rotation at least once every three years. In accordance with the Code, all Directors will, however, stand for re-election annually.

Board Performance Review

FY2024 Board and Committee performance review

Each year, the Board undertakes a rigorous review of its own effectiveness and performance, and that of its committees and individual Directors. At least every three years, the evaluation is externally facilitated. In FY2024, an internal performance review was undertaken by the Company Secretary and General Counsel.

The Board Performance Review was conducted according to the guidance provided in the Code. It was a comprehensive review of all aspects of the Board's effectiveness.

The Board considered the results of the performance review and has separately assessed the independence and time commitment of each Director. It concluded that each Director's performance continues to be effective and that they demonstrate commitment to their roles. These findings are fully considered when making recommendations in respect of their election or re-election to the Board.

Board Performance Review Process

In February 2024, the Board members, the Company Secretary, the Deputy Company Secretary, our remuneration advisors and the senior management that participate in Board and Committee meetings completed an internal online questionnaire.

The findings of the evaluation were discussed with the Chair and the Company Secretary and finalised into a report. The Company Secretary presented the findings of the Board Performance Review at the May 2024 Board meeting, discussed the outcomes and answered Directors' questions. A report on the Chair's performance was presented to the Senior Independent Director and the results discussed at a meeting of the Non-Executive Directors without the Chair present. The Chair received feedback on individual Directors' performance, which was followed by one-to-one meetings between the Chair and each individual Director to discuss the findings. Feedback on each Committee was presented to each Committee Chair and was discussed at the relevant Committee meeting.

The Board considered the findings of the Board Performance Review and agreed on the priority areas noting that the action plans would be built into the Board's objectives, meeting agendas and engagement activities for FY2025, and progress against these will be monitored and reported in the FY2025 Annual Report.

Key areas of focus identified in FY2023 and progress achieved in FY2024

Area of Focus	Detailed Feedback	Progress
Culture	The evaluation found a strong desire from the Board to develop a deeper understanding of organisational culture. As part of this focus Directors are eager to develop employee engagement and greater oversight of reward practices throughout the organisation.	Progress was being made by the Board in better understanding how far desired cultures and values were embedded in the Group, as evidenced by Non-Executive Director engagement. The review of our employee engagement mechanism and subsequent appointment of two designated Employee Engagement NEDs holding employee listening sessions with a range of employees and the CEO's quarterly 'All Colleague' sessions have provided invaluable insight into the evolution of our culture and values and their link to strategy. Subsequent to year-end we are engaged in campaign to refresh and re-enforce a healthy workplace 'Speak Up' culture to ensure that any of our employees who have concerns are comfortable to raise those through the appropriate channels and that those concerns will be actioned appropriately.
Board logistics and information	In light of the challenges of remote Board meetings, Directors communicated that there may need to be refinement to Board agendas, including ensuring there is a balance struck between insight and excessive detail.	The Board is focused on evolving ways of working to ensure Board time is used in a way that is strategic, appropriate and effective. The agenda has moved to a more focused, specific and strategic footing to reflect this way of working.
Risk Picture	The Directors voiced satisfaction with the strength of work done on developing and communicating the updated risk framework in recent years. Feedback indicated that this risk picture needs to be further developed, particularly in relation to emerging non-financial risks and wider economic developments.	The annual board and the audit committee meeting agendas have included a series of updates from executive risk owners in relation to both the Group's principal risks and emerging risks having regard to the fact that the Group operates in a dynamic environment where risks continue to evolve, and the Group continues to develop mitigation measures to address them.

Corporate Governance Report
(continued)

FY2024 Internal Board Performance Review Board observations

Based on the review the Board concluded that it has a number of important strengths including good cohesion as a Board, an appropriate balance of experience, skills and knowledge, and Board meetings operating in a spirit of openness and collaboration, fostered by the Chair.

The Board, and the Chair and CEO in particular are committed in retaining this dynamic and cohesive environment, particularly in light of the recent changes to the Board.

FY2025 key areas of focus

Area of Focus	Detailed Feedback
Strategy	The evaluation found enthusiasm for having greater Board input into the strategy development process, as well as more focus on monitoring of strategic progress. Directors are keen to spend more time on assessing the resilience of the business model, the role of technology in driving the strategy, and the strategic risks and opportunities that may come from big market shifts.
Succession Planning	Participants in the evaluation communicated a need to continue to make progress on Group Executive Committee and management succession and development planning, including by giving the Board greater exposure to potential successors, and having regular sessions on talent management at the Board and Nomination Committee.
Risk and Control	Feedback indicated that Board oversight of risk could be enhanced, particularly in relation to major projects, crisis preparation and ESG risks. Directors are pleased to see progress on cyber and health and safety risk and would like to see further progress on legacy control issues in the finance area. In addition, the Board will oversee the actions outlined in the Audit Committee Report as part of the steps taken and being taken to address the issues that have given rise to the need to make the prior year adjustments reflected in the Group's financial statements.
Dynamics and Meetings	The evaluation suggested the Board could be enabled to provide more value in meetings through a variety of mechanisms including increasing time allocated for discussion, more timely information, and changes to the structure of agendas.
People and Culture	There is a desire to increase the focus on people, particularly regarding the skills that will be needed to underpin the strategy, and in terms of fair reward for management. Additionally, feedback suggests board oversight of culture has improved but the area needs further development.

Audit, Risk and Internal Control

Financial and Business Reporting

The Strategic Report on pages 2 to 89 explains the Group's business model and the strategy for delivering the objectives of the Group.

A Statement on Directors' Responsibilities on the Annual Report can be found on page 164, a Statement on the Accounts being fair, balanced and understandable can be found on page 119 and a statement on the Group as a going concern and the Viability Statement are set out on pages 40 to 41.

Risk Management

Please refer to pages 32 to 41 for information on the risk management process and the Group's principal risks and uncertainties.

Internal Control

Details on the Group's internal control systems are set out on pages 119 to 120.

Internal Audit

Details of the Internal Audit function are provided within the Audit Committee report on page 120.

Audit Committee and Auditors

For further information on the Group's compliance with the Code and provisions relating to the Audit Committee and auditors, please refer to the Audit Committee Report on pages 114 to 122.

Remuneration

For further information on the Group's compliance with the Code provisions relating to remuneration, please refer to the Directors' Remuneration Committee Report on pages 136 to 163 for the level and components of remuneration. Shareholders approved the Group's current Remuneration Policy at the 2021 AGM. The Policy is designed to promote the long-term success of the Group.

The following is a table of reference that provides an overview of where to find disclosures relating to the sections of the Code:

Section	Disclosure Locations
Board Leadership and Purpose	Details on how the Board promotes the long-term success of the Company are set out in our Strategic Report on pages 2 to 89 and throughout this Corporate Governance Report on pages 94 to 107. Our purpose and values are set out on page 6. Relations with Shareholders are described on page 8. Our whistleblowing programme is described on page 86.
Division of Responsibilities	Pages 92 to 93 gives details of the Board and Management Team. The Board governance framework is detailed on pages 94 to 107.
Composition, Succession and Evaluation	Details on appointments and our approach to succession are set out in the Nomination Committee Report on pages 127 to 135. Details on evaluation are set out on pages 105 to 106.
Audit, Risk and Internal Control	The Audit Committee Report can be found on pages 114 to 122, with further detail on the principal risks to the business on pages 32 to 41.
Remuneration	The Company's Remuneration Policy and the Directors' Remuneration Committee Report can be found on pages 136 to 163.

Annual General Meeting
The AGM provides a valuable opportunity for the Board to engage with our Shareholders and listen to their feedback. In 2023, Shareholders were invited to join the AGM in person, to listen, vote and ask questions. Shareholders were also provided with an opportunity to submit their questions about the business or any matter pertaining to the AGM, in advance of the meeting. All Directors attended the AGM, together with the external auditor. All resolutions at the 2023 AGM were voted on a poll. Shareholders who were unable to attend the meeting, were asked to register their vote in advance of the AGM by appointing the Chair of the AGM as proxy and providing their voting instructions. All resolutions were passed with over 92% cast in favour.

In compliance with the Code, at the Annual General Meeting, the voting results will be announced to the London Stock Exchange and placed on the Group's website following the meeting. A separate resolution will be proposed at the Annual General Meeting in respect of each substantially separate issue.

This report was approved by the Board of Directors on 27 June 2024.

Mark Chilton
Company Secretary

Directors' Report

The Directors present the Annual Report and audited Consolidated Financial Statements of the Group for the financial year ended 29 February 2024.

Principal Activities

The Group's principal trading activity is the manufacturing, marketing and distribution of branded beer, cider, wine, spirits and soft drinks.

Non-Financial Reporting Statement

In compliance with the European Union (Disclosure of Non-Financial and Diversity Information by certain large undertakings and groups) Regulations 2017, the table below is designed to help stakeholders navigate to the relevant sections in this Annual Report to understand the Group's approach to these non-financial matters:

Reporting Requirements	Our Policies	Section in Annual Report or Page References	Risks
Environmental matters	Environmental Sustainability	Sustainability Report	Sustainability and Climate Change is one of our principal risks. Please refer to page 35 for more details.
Social and Employee matters	Diversity, Equity and Inclusion Health and Safety Speak Up Conflicts of Interest	Sustainability Report	For employee matters, retention and recruitment of employees is one of our principal risks. Please refer to page 36, the ESG Board Committee Report on pages 123 to 126 and the Nomination Committee Report on pages 127 to 135 for more details.
Human Rights	Modern Slavery Statement	Sustainability Report	Although the risks associated with human rights abuses are actively monitored, the Group does not believe these risks meet the threshold of a principal risk for our business.
Anti-Bribery and Corruption	Code of Conduct Compliance Anti-Bribery	Sustainability Report	Although the risks associated with bribery and corruption are actively monitored, the Group does not believe these risks meet the threshold of a principal risk for our business.
Description of the business model		Please refer to pages 22 to 24	
Non-Financial key performance indicators		Please refer to page 31	

Results and Dividends

The Group's results and performance highlights for the year are set out on pages 14 to 19 of the Annual Report. An interim dividend of 1.89 cents per Ordinary Share was paid to Shareholders in December 2023. Subject to approval at the 2024 Annual General Meeting, the Directors propose to pay a final ordinary dividend of 3.97 cents per Ordinary Share for the financial year ended 29 February 2024 to Shareholders on the Register of Members at close of business on 19 July 2024.

Board of Directors

The names, functions and date of appointment of the Directors as at the date of this Report are as follows:

Director	Function	Appointment
Ralph Findlay	Chair & Chief Executive Officer	2024
	Executive Chair	2023
	Independent Non-Executive Chair	2022
	Independent Non-Executive Director	2022
Andrew Andrea	Chief Financial Officer	2024
Vineet Bhalla	Independent Non-Executive Director	2021
Jill Caseberry	Independent Non-Executive Director	2019
Vincent Crowley	Independent Non-Executive Director	2016
John Gibney	Independent Non-Executive Director	2022
Angela Bromfield	Independent Non-Executive Director	2023
Chris Browne OBE	Independent Non-Executive Director – Employee Engagement Senior Independent Director	2023 2024
Sarah Newbitt	Independent Non-Executive Director – Employee Engagement	2023

Research and Development

Certain Group undertakings are engaged in ongoing research and development aimed at improving processes and expanding product ranges.

Listing Arrangements

In order to facilitate entry into the FTSE UK Index Series, the Group cancelled the listing and trading of C&C shares on Euronext Dublin with effect from 8 October 2019. The Group is listed on the premium segment of The London Stock Exchange and was included in the FTSE All-Share Index and the FTSE 250 indices in December 2019.

The Group remains domiciled and tax resident in Ireland, with its registered and corporate head office located in Dublin. The Group also retains a significant manufacturing, commercial and brand presence in Ireland.

Share Price

The price of the Company's Ordinary Shares as quoted on the London Stock Exchange at the close of business on 29 February 2024 was £1.43 (28 February 2023: £1.49). The price of the Company's Ordinary Shares ranged between £1.23 and £1.59 during the year.

Further Information on the Group

The information required by section 327 of the Companies Act 2014 to be included in this report with respect to:

1. The review of the development and performance of the business and future developments is set out in the CEO's Review on pages 10 to 13 and the Strategic Report on pages 2 to 89.
2. The principal risks and uncertainties which the Company and the Group face are set out in the Strategic Report on pages 32 to 41.
3. The key performance indicators relevant to the business of the Group, including environmental and employee matters, are set out in the Strategic Report on pages 30 to 31 and in the CFO's Review on pages 53 to 58; and further information in respect of environmental and employee matters is set out in the Sustainability Report on pages 59 to 89.
4. The financial risk management objectives and policies of the Company and the Group, including the exposure of the Company and the Group to financial risk, are set out in the CFO's Review on pages 53 to 58 and note 24 to the financial statements.

The Group's Viability Statement is contained in the Strategic Report on page 41.

Corporate Governance

In accordance with the Companies Act 2014, the Corporate Governance statement of the Company for the financial year ended 29 February 2024, including the main features of the internal control and risk management systems of the Group, is contained in the Strategic Report and the Corporate Governance Report on pages 94 to 107.

Directors' Report
(continued)

Substantial Interests

At 29 February 2024, the following percentage interests in the Ordinary Share capital of the Company, had been notified under Rule 5 of the Disclosure Guidance and Transparency Rules, ('DTR 5'). The Company is not aware of any changes in the interests disclosed under DTR 5 between 29 February 2024 and 20 June 2024.

	No. of Ordinary Shares held as notified at 29 February 2024	% at 29 February 2024	No. of Ordinary Shares held as notified at 20 June 2024	% at 20 June 2024
Artemis Investment Management LLP	54,579,724	13.86%	54,579,724	13.86%
FIL Limited	38,182,496	9.72%	38,188,301	9.82%
Brandes Investment Partners, L.P.	31,580,195	8.02%	34,975,218	9.03%
Magallanes Value Investors SA SGIIC	12,271,597	3.12%	20,116,718	5.11%
Aberforth Partners LLP	19,739,135	5.02%	19,739,135	5.02%
BlackRock, Inc.	14,405,937	3.66%	14,405,937	3.66%
Utah State Retirement Systems	12,231,013	3.11%	12,231,013	3.11%
Silchester International Investors LLP	12,341,061	3.96%	12,341,061	3.96%
Setanta Asset Management Limited	11,904,120	3.16%	11,904,120	3.16%

Issue of Shares and Purchase of Own Shares

At the Annual General Meeting held on 7 July 2023, the Directors received a general authority to allot shares. A limited authority was also granted to Directors to allot shares for cash otherwise than in accordance with statutory pre-emption rights. Resolutions will be proposed at the 2024 Annual General Meeting to allot shares to a nominal amount which is equal to approximately one-third of the issued Ordinary Share capital of the Company. In addition, resolutions will also be proposed to allow the Directors to allot shares for cash otherwise than in accordance with statutory pre-emption rights up to an aggregate nominal value which is equal to approximately 5% of the nominal value of the issued share capital of the Company and, in the event of a rights issue, and a further 5% of the nominal value of the issued share capital of the Company for the purposes of an acquisition or a specified capital investment. If granted, these authorities will expire at the conclusion of the Annual General Meeting in 2025 and the date 18 months after the passing of the resolution, whichever is earlier.

At the Annual General Meeting held on 7 July 2023 authority was granted to purchase up to 10% of the Company's Ordinary Shares (the "Repurchase Authority"). The Group has commenced its previously announced share buyback programme and from 1 March 2024 to 21 June 2024 has purchased 7,653,323 shares in the open market at an average price of 190.16 cent per share, with the total buyback therefore amounting to €14.6m.

Special resolutions will be proposed at the 2024 Annual General Meeting to renew the authority of the Company, or any of its subsidiaries, to purchase up to 10% of the Company's Ordinary Shares in issue at the date of the Annual General Meeting and in relation to the maximum and minimum prices at which treasury shares (effectively shares purchased and not cancelled) may be re-issued off-market by the Company. If granted, the authorities will expire on the earlier of the date of the Annual General Meeting in 2025 and the date 18 months after the passing of the resolution. The minimum price which may be paid for shares purchased by the Company shall not be less than the nominal value of the shares and the maximum price will be 105% of the average market price of such shares over the preceding five days. The Directors will only exercise the power to purchase shares if they consider it to be in the best interests of the Company and its Shareholders.

As at 20 June 2024, being the latest practicable date, options to subscribe for a total of 3,839,893 Ordinary Shares (excluding Recruitment and Retention Awards) are outstanding, representing 0.97% of the Company's total voting rights. If the authority to purchase Ordinary Shares were used in full, the options would represent 1.07% of the Company's total voting rights.

Dilution Limits and Time Limits

All employee share plans contain the share dilution limits recommended in institutional guidance, namely that no awards shall be granted which would cause the number of Shares issued or issuable pursuant to awards granted in the ten years ending with the date of grant (a) under any discretionary or executive share scheme adopted by the Company to exceed 5%, and (b) under any employees' share scheme adopted by the Company to exceed 10%, of the Ordinary Share capital of the Company in issue at that time.

The European Communities (Takeover Bids (Directive 2004/25/EC)) Regulations 2006

Structure of the Company's share capital
At 20 June 2024, being the latest practicable date, the Company has an issued share capital of 395,760,194 Ordinary Shares of €0.01 each and an authorised share capital of 800,000,000 Ordinary Shares of €0.01 each.

At 29 February 2024, the trustee of the C&C Employee Trust held 1,133,822 Ordinary Shares of €0.01 each in the capital of the Company. Shares held by the trustee of the C&C Employee Trust are accounted for as if they were treasury shares. These shares are, however, included in the calculation of Total Voting Rights for the purposes of Regulation 20 of the Transparency (Directive 2004/109/EC) Regulations 2007 ("TVR Calculation").

At 29 February 2024, a subsidiary of the Group held 9,025,000 shares in the Company, which were acquired under the authority granted to the Company. These shares are not included in the TVR calculation and are accounted for as treasury shares. Treasury shares represent 2.24% of issued share capital at 29 February 2024. Further details can be found in Note 26 (Share Capital and Reserves) on pages 256 to 257.

Details of employee share schemes, and the rights attaching to shares held in these schemes, can be found in Note 4 (Share-Based Payments) to the financial statements and the Report of the Remuneration Committee on Directors' Remuneration on pages 209 to 213.

The Company has no securities in issue conferring special rights with regard to control of the Company.

Details of persons with a significant holding of securities in the Company are set out on page 110.

Rights and obligations attaching to the Ordinary Shares
All Ordinary Shares rank pari-passu, and the rights attaching to the Ordinary Shares (including as to voting and transfer) are as set out in the Company's Articles of Association ("Articles"). A copy of the Articles may be obtained upon request to the Company Secretary, or they can be found on our website at candcgroupplc.com.

Holders of Ordinary Shares are entitled to receive duly declared dividends in cash or, when offered, additional Ordinary Shares. In the event of any surplus arising on the occasion of the liquidation of the Company, Shareholders would be entitled to a share in that surplus pro rata to their holdings of Ordinary Shares.

Holders of Ordinary Shares are entitled to receive notice of and to attend, speak and vote in person or by proxy, at general meetings on a show of hands, one vote, and, on a poll, one vote for each Ordinary Share held. Procedures and deadlines for entitlement to exercise, and exercise of, voting rights are specified in the notice convening the general meeting in question. There are no restrictions on voting rights except in the circumstances where a 'Specified Event' (as defined in the Articles) shall have occurred and the Directors have served a restriction notice on the Shareholder. Upon the service of such restriction notice, no holder of the shares specified in the notice shall, for so long as such notice shall remain in force, be entitled to attend or vote at any general meeting, either personally or by proxy.

Holding and transfer of Ordinary Shares

Following the migration in March 2021 of securities settlement in the securities of Irish registered companies listed on the London Stock Exchange (such as the Company) and/or Euronext Dublin from the current settlement system, CREST, to the replacement system, Euroclear Bank, the Ordinary Shares can be held in certificated form (that is, represented by a share certificate) or indirectly through the Euroclear System or through CREST in CDI (CREST Depository Interest) form.

Save as set out below, there is no requirement to obtain the approval of the Company, or of other Shareholders, for a transfer of Ordinary Shares. The Directors may decline to register (a) any transfer of a partly-paid share to a person of whom they do not approve, (b) any transfer of a share to more than four joint holders, and (c) any transfer of a certificated share unless accompanied by the share certificate and such other evidence of title as may reasonably be required. The registration of transfers of shares may be suspended at such times and for such periods (not exceeding 30 days in each year) as the Directors may determine.

Transfer instruments for certificated shares are executed by or on behalf of the transferor and, in cases where the share is not fully paid, by or on behalf of the transferee.

The Articles contain provisions designed to facilitate the Company's participation in the Euroclear Bank settlement system and to facilitate the exercise of rights in the Company by holders of interests in Ordinary shares that are held through the Euroclear Bank system. The holding and transfer of Ordinary Shares through the Euroclear Bank system is additionally subject to the rules and procedures of Euroclear Bank and applicable Belgian law and (for interests in Ordinary Shares held in CDI form) those of CREST.

Rules concerning the appointment and replacement of the Directors and amendment of the Company's Articles

Unless otherwise determined by ordinary resolution of the Company, the number of Directors shall not be less than two or more than 14. Subject to that limit, the Shareholders in general meeting may appoint any person to be a director either to fill a vacancy or as an additional director. The Directors also have the power to co-opt additional persons as Directors, but any director so co-opted is under the Articles required to be submitted to Shareholders for re-election at the first Annual General Meeting following their co-option.

Directors' Report
(continued)

The Articles require that at each Annual General Meeting of the Company one-third of the Directors retire by rotation. However, in accordance with the recommendations of the UK Corporate Governance Code 2018, the Directors have resolved they will all retire and submit themselves for re-election by the Shareholders at the Annual General Meeting on 15 August 2024.

The Company's Articles may be amended by special resolution (75% majority of votes cast) passed at a general meeting.

Powers of Directors

Under its Articles, the business of the Company shall be managed by the Directors, who exercise all powers of the Company as are not, by the Companies Acts or the Articles, required to be exercised by the Company in general meeting.

The powers of Directors in relation to issuing or buying back by the Company of its shares are set out above under "Issue of Shares and Purchase of Own Shares".

Change of control and related matters

Certain of the Group's borrowing facilities include provisions that, in the event of a change of control of the Company, could oblige the Group to repay the facilities. Certain of the Company's customer and supplier contracts and joint venture arrangements also contain provisions that would allow the counterparty to terminate the agreement in the event of a change of control of the Company. The Company's Executive Share Option Scheme and Long-Term Incentive Plan each contain change of control provisions which allow for the acceleration of the exercise of share options/awards in the event of a change of control of the Company.

There are no agreements between the Company and its Directors or employees providing for compensation for loss of office or employment (whether through resignation, purported redundancy or otherwise) that occurs because of a takeover bid in excess of their normal contractual entitlement.

Shareholder Rights Directive II

On 20 March 2020, the provisions of the Shareholders' Rights Directive II (SRD II) became law in Ireland with the publication of the European Union (Shareholders' Rights) Regulations 2020 ('SRD II Regulations'). The SRD II Regulations apply with effect from 30 March 2020.

SRD II Regulations codify that Irish companies must seek Shareholder approval of a remuneration report annually; and, an advisory remuneration policy once every four years. The Group is, in effect, already in compliance with this requirement having provided Shareholders with the opportunity to opine on the Group's remuneration report annually since 2010; and also in providing Shareholders with an advisory vote on the Group's Remuneration Policy. The Remuneration Policy ('Policy') was last put to our Shareholders on an advisory basis at the 2021 AGM and is being put to our Shareholders again this year at our AGM on 15 August 2024.

Political Donations

No political donations were made by the Group during the year that require disclosure in accordance with the Electoral Acts, 1997 to 2002.

Accounting Records

The measures taken by the Directors to secure compliance with the requirements of Sections 281 to 285 of the Companies Act 2014 with regard to the keeping of adequate accounting records are to employ accounting personnel with appropriate qualifications, experience and expertise and to provide adequate resources to the finance function. The books of account of the Company are maintained at the Group's office in Bulmers House, Keeper Road, Crumlin, Dublin 12, D12 K702.

Auditor

In accordance with Section 383(2) of the Companies Act 2014, the auditor, Ernst & Young, Chartered Accountants, will continue in office. Ernst & Young were first appointed as the Company's auditor during the financial year ending 28 February 2018 following a tender process. The Company is committed to mandatory tendering every ten years. Further details are set on page 121.

Disclosure of Information to the Auditor

In accordance with Section 330 of the Companies Act 2014, the Directors confirm that, so far as they are each aware, there is no relevant audit information, being information needed by the auditor in connection with preparing their report, of which the Company's auditor is unaware. Having made enquiries with fellow Directors and the Company's auditor, each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Directors' Compliance Statement (Made in Accordance with Section 225 of the Companies Act 2014)

The Directors acknowledge that they are responsible for securing compliance by the Company with its relevant obligations as are defined in the Companies Act 2014 (the 'Relevant Obligations').

The Directors confirm that they have drawn up and adopted a compliance policy statement setting out the Company's policies that, in the Directors' opinion, are appropriate to the Company with respect to compliance by the Company with its relevant obligations.

The Directors further confirm the Company has put in place appropriate arrangements or structures that are, in the Directors' opinion, designed to secure material compliance with its relevant obligations including reliance on the advice of persons employed by the Company and external legal and tax advisers as considered appropriate from time to time and that they have reviewed the effectiveness of these arrangements or structures during the financial year to which this report relates.

Financial Instruments

In the normal course of business, the Group has exposure to a variety of financial risks, including foreign currency risk, interest rate risk, liquidity risk and credit risk. The Company's financial risk objectives and policies are set out in Note 24 of the financial statements.

Post Balance Sheet Events

On 6 June 2024, Patrick McMahon, stepped down from the Board and Ralph Findlay, Chair of the Board was appointed to the role of CEO with immediate effect.

The Group has commenced its previously announced share buyback programme and from 1 March 2024 to 21 June 2024 has purchased 7,653,323 shares in the open market at an average price of €190.16 pence per share, with the total buyback therefore amounting to €14.6m.

2024 Annual General Meeting

The Annual General Meeting will be held in Ireland on 15 August 2024 at 2.00 p.m. The Notice of Meeting, along with an explanation of the proposed resolutions, are set out in a separate document which accompanies this Annual Report and can be downloaded from the Company's website that will provide details of the Meeting. The Company conducts the vote at the AGM by poll and the result of the votes, including proxies, is published on the Company's website after the meeting.

Other Information

Other information relevant to the Directors' Report may be found in the following sections of the Annual Report:

Information	Location in the Annual Report
Results	Financial Statements – pages 166 to 274.
Principal risks & uncertainties including risks associated with recent emergence of COVID-19	Principal Risks and Uncertainties – pages 32 to 41.
Directors' remuneration, including the interests of the Directors and secretary in the share capital of the Company	Directors' Remuneration Committee Report – pages 136 to 163.
Long-Term Incentive Plan, share options and equity settled incentive schemes	Directors' Remuneration Committee Report – pages 136 to 163.
Significant subsidiary undertakings	Financial Statements – Note 29.
Director biographies and Board composition	Directors and Officers – pages 92 to 93.
Audit Committee Report	Pages 114 to 122.

The Directors' Report for the financial year ended 29 February 2024 comprises these pages and the sections of the Annual Report referred to under 'Other information' above, which are incorporated into the Directors' Report by reference.

Signed
On behalf of the Board

Ralph Findlay
Chair & Chief Executive Officer
27 June 2024

Audit Committee Report

Membership and Attendance

The following Non-Executive Directors served on the Committee during the year:

Member	Member Since	Number of Meetings Attended
John Gibney (Chair)	26 October 2022	8/8
Vincent Crowley	22 March 2016	8/8
Jim Thompson[1]	1 March 2019	4/4
Jill Caseberry[2]	6 December 2023	1/1
Vineet Bhalla[3]	8 February 2023	7/7

1. Jim Thompson stepped down from the Board on 13 July 2023.
2. Jill Caseberry was appointed as a member of the Committee on 6 December 2023.
3. Vineet Bhalla stepped down as a member of the Audit Committee on 6 December 2023.

Dear Shareholder

This annual Report of the Audit Committee ('the Committee') outlines the work undertaken by the Committee during FY2024. In addition to providing an overview of the Committee's activities in the year under review, it also looks forward to our expected activities in the coming year.

Year in Review

FY2024 has been a challenging year for the business. As reported last year, the implementation of a complex Enterprise Resource Planning ("ERP") system upgrade in Matthew Clark and Bibendum ("MCB") contributed to significant delays leading to service disruption and intense pressure on our colleagues who worked tirelessly to address these issues. As a result of their efforts, customer service levels have been successfully restored and service issues addressed.

During the year accounting discrepancies were discovered and notified to the Audit Committee. The most significant of these related to the Group's cider production facility in Clonmel, together with further adjustments to current assets and liabilities at a number of the Groups other sites, and amendments to provisions for onerous apple contracts. Detailed internal and external reviews of inventory and balance sheet reconciliations were undertaken and an independent accounting firm was appointed to investigate the relevant issues and to determine contributing factors, any potential financial impact and the time period over which the issues extended. The objective and scope of the internal and external reviews were as follows:

- To understand how the errors identified have accumulated over time, how they have affected prior year results and to consider whether the impact on past period results was such as to require them to be restated.
- To satisfy the Committee, in discussions with senior management and the Group's internal audit function, that the remedial steps proposed to the Group's financial systems and internal controls and the interim measures to be applied until these new steps are fully implemented, are sufficient to avoid any repetition of the issues that have emerged. This will include comprehensive internal audit reviews across the relevant areas.

The issues that were identified were then considered in detail by both the Group's Audit Committee and the Board, as part of the finalisation of the Group's FY2024 Annual Report and Accounts. Disappointingly, a number of prior year adjustments have been reflected in the financial statements relating to FY2021, FY2022 and FY2023. The impact on previously reported annual financial statements are summarised below, which have resulted in robust internal and independent external reviews, resulting in significant proposed changes to internal reporting processes, risk management and monitoring frameworks and the internal control environment. There will also be an impact on the unaudited FY2024 interim results, the details of which will be provided in the FY2025 Interim results to be announced in October.

The accounting adjustments in aggregate represent an underlying operating profit adjustments charge of €6.1m. By year, the restatements comprised a €1.5m adjustment charge in FY2023, a €3.1m adjustment credit in FY2022 and a €7.7m adjustment charge in FY2021. These adjustments relate principally to five items, inventory related matters (€11.1m charge), incorrect accounting treatment of inventory of branded glassware (€1.1m charge), goods received not invoiced ("GRNI") (€2.9m credit), the timing of release of customer discount liabilities (€3.7m credit), together with additional items (€0.5m charge) over the three-year period in question.

In addition, the Group has recorded an exceptional prior year (FY2023) charge with respect to onerous apple contracts of €12.2m. The total value of the pre-tax adjustments, including the exceptional onerous apple contracts charge, is €18.3m.

The Board and Audit Committee have considered the background to these items in detail, including representations and accuracy of information provided to the External Auditors, the Committee and the Board at the time the items arose and in subsequent financial years. In addition to accounting mistakes and errors of judgement underlying these issues, it is clear from the reviews undertaken that there were failures in the Group's reporting framework and that in parts of the organisation behaviours fell short of the levels of transparency demanded and required such that opportunities were missed to identify and appropriately address the relevant issues. Further details relating to the underlying issues and the consequent actions and improvements to the controls and governance frameworks that have been and are being taken to ensure that there is no repetition of these issues are set out below.

It is clear from both our internal reviews and independent external investigative work that the shortcomings related to certain of the Group's inventory and balance sheet reconciliations, inadequate accounting systems suitable to manage the complexities in the manufacturing process, and the internal control environment not operating effectively in certain parts of the Group. In summary:

- Accounting mistakes and errors of judgement were made in periods before the FY2023 group annual report and accounts were finalised and during the FY2024 period.
- At the FY2023 year-end there were material issues that had arisen that were not appropriately escalated and/ or addressed in the FY2023 financial statements and were inappropriately deferred to be resolved in the FY2024 year.
- Inadequate inventory controls and accounting systems at the Clonmel facility and reporting structures within the Group's wider finance function.
- Adjustments to current assets and liabilities across other sites were made in response to the issues noted in Clonmel, the majority of which related to changes in accounting estimates and judgements.

In light of the findings, significant changes have already been implemented to the finance team and reporting structure as highlighted below. At a management and oversight level, both the Audit Committee and Board believe these matters reflect under-investment in our people, systems and a lack of transparency in disclosures, which have hindered the financial reporting and review process, across the business.

The substantial extra workload for management, the Committee and EY as a result of the investigation, caused us to defer the publication of our preliminary full year results from 23 May 2024 until such time as the impact and underlying causes could be determined. The Committee and wider Board agreed to prioritise a robust review over speed to ensure that findings would be accurate, transparent and of the quality needed to restore trust and confidence in our corporate reporting. The need for careful consideration of the additional matters by management, our auditor and the Committee resulted in 5 extra meetings of the Committee and the publication of details of the findings and summary FY2024 unaudited financial performance on 7 June 2024.

I highlighted in my report last year, that the Audit Committee would continue to focus on the internal control environment. Following the appointment of Andrew Andrea as Group CFO on 1 March 2024, he has quickly overseen the in-depth review of inventory and balance sheet controls together with the appointment of additional experienced technical resources and capabilities into the finance function. This process was aided by the robust review undertaken by an independent accounting firm, and which has contributed to a number of changes in process and reporting which are detailed below. The Audit Committee is satisfied that the process undertaken, and changes being implemented are sufficient to ensure that the failings encountered cannot arise in future and a strong culture of reporting potential errors or misstatements as quickly and transparently as possible will be achieved. Whilst immediate remediation steps have been taken, as noted above, the Audit Committee, in conjunction with the CFO, is overseeing the implementation of the following recommendations arising from the report of the independent accountants.

- Systems capabilities across all sites to be reviewed and standardised;
- Robust review and improvement of all key controls and a process of ongoing review put in place;
- Physical inventory review procedures and assessment of roles and responsibilities of internal audit and how it is managed and resourced.
- GRNI reconciliations to be performed on a minimum monthly basis;
- Manual adjusting journal entries to be reviewed with entries over a certain limit to require review and approval;
- A refreshed campaign to ensure a healthy workplace 'speak up' culture, so that errors and misstatements are raised in a timely manner and then dealt with appropriately; and
- Further consideration of the findings of the independent accountant's report in terms of the upcoming changes to the UK Corporate Governance Code and what additional changes may be appropriate to ensure that the Board will be comfortable in providing the proposed confirmations in relation to internal controls going forward.

Audit Committee Report (continued)

The improvements being achieved in our internal financial control environment are already evident and I wish to thank our finance team for the effort, tenacity and skill they have demonstrated during such a challenging period. Likewise, following the review into the implementation of the 2023 ERP upgrade, significant improvements are already underway in our management of major systems and process change.

While much has been achieved in a short space of time, there is still work to be done to achieve the standard of risk and control environment which our business requires. We have already made improvements, and this will continue to be the main focus of the Audit Committee in the coming year. The Audit Committee recognises the huge commitment and efforts of our colleagues in Finance, IT, Risk and Project Management in helping to address these issues.

During the year, the Committee oversaw the Group's financial reporting, risk management and internal control procedures and the work of internal auditors to ensure the Annual Report and financial statements provide a true and fair view of the Group's performance, focusing on the accuracy, integrity and communication of our financial reporting. Given the internal shortcomings identified above, it is clear to the Committee that an overhaul of the internal audit process and risk management and monitoring is required to ensure the efficient functioning of the Group's financial reporting framework going forward. This review will commence quickly after the completion of the FY2024 Annual Report and Accounts.

The Committee is committed to transparency and continuous improvement to ensure absolute integrity in the Group's internal and external reporting processes, risk management framework and controls environment. To improve the quality of financial reporting and oversight provided by the Committee, we are focused on:

- Expanding and improving the scope and delivery of management and internal audit reports reviewed by the Audit Committee
- Assess the roles and responsibilities of internal audit and how this is managed and resourced
- Overseeing the implementation of the recommendations identified above, in conjunction with the CFO
- Engaging with shareholders regarding the Audit Committee's work

During the year, the Committee's performance was subject to an internal Board performance review with responses being received from the Committee's members as well as other regular attendees. The internal review, shared with both the Chair of the Board and the Chair of the Committee, supported the performance and effectiveness of the Committee but noted that greater transparency and accuracy of information is required going forward.

In discharging its responsibilities in the year and subsequently in light of the issues referred to above, the Committee reviewed and challenged management on the significant accounting judgements and disclosures made in our financial reporting in relation to inventory existence and valuation matters, accounting for GRNI and other balance sheet items, deficiencies in the internal control environment and management override of controls, lack of transparency over representations and accuracy of information presented to the Committee. Other areas reviewed included recoverability of trade receivables and advances to customers, the carrying value of goodwill and intangibles, revenue recognition, as well as reviewing the analysis behind our going concern and viability statements and considering the processes that underpinned the production of the Annual Report and Accounts.

The Committee also undertook a thorough review of the implementation, system fixes and mitigation plans associated with the implementation of the complex ERP system upgrade in our MCB business, culminating in a series of recommendations to ensure the Group has the required level of planning, capability and resilience in its systems to avoid any reoccurrence of the issues encountered in the future.

As is usual, the Committee considered the Group's Principal Risk disclosures for the financial year ended 29 February 2024. The Committee is satisfied that the statements made by the Directors on pages 32 to 41 of this Annual Report in respect of the Principal Risks are appropriate based on what is currently known to management as at the date of this Report.

The Committee's work was supported by the Group's established risk and financial management structures, which in light of the matters identified, are being strengthened to improve our financial reporting and the quality of the Audit Committee's oversight for the benefit of shareholders and other stakeholders. The Committee has continued to be greatly assisted by the commitment, energy and experience of the finance team, which has enabled the Committee to fulfil its role in providing effective scrutiny and challenge. As Chair, I regularly engage with the Head of Internal Audit and the External Auditor both ahead of Committee meetings and also as part of a regular dialogue we have on issues relevant to the Committee, in each case in order to ensure that each of their independent views, opinions and comments are reflected in the Committee's deliberations and dealings. Following the issues identified concerning the prior year accounting adjustments and the remedial actions underway, as Chair, I will be increasing the level of engagement across the finance function and with the External Auditors in FY2025.

There were eight meetings of the Committee during the year. The meetings of the Committee were generally scheduled to take place in advance of Board meetings. This allowed me, to provide the Board with a detailed update on the key items discussed during our meetings. The Board also received copies of the minutes of the Committee meetings. As noted above, 5 additional meetings of the Committee have taken place following the end of the year under review.

In my capacity as Audit Chair, I am available to all Board members to discuss any audit or risk related concerns they may have, either on a collective or individual basis.

During FY2024 I met with the external audit partner and the Head of Internal Audit, without management on a regular basis. I have also had a number of further meetings following the end of the year under review with representatives of the External Auditors in light of the issues that have been identified and which have given rise to the prior year adjustments and control failings mentioned above.

More information about the Committee's activities during the year can be found in the pages which follow.

The Year Ahead

Looking forward, the main focus of the Committee will be on continuing to improve the financial control and risk management framework of the business including the implementation of the actions noted above, in particular the organisational culture and commitment to speaking up. We will continue to review the financial reporting of the Group and its accounting policies and any major accounting issues of a subjective nature will be considered and discussed by the Committee. The Committee will also consider any additional requirements resulting from the upcoming UK Corporate Governance Code changes. The Committee fulfils a key role in assisting the Board in ensuring that the integrity of the Group's financial statements and the effectiveness of the Group's internal financial controls and risk management systems are maintained. Through the Committee's composition, resources and the commitment of its members, I believe that it remains well placed to meet those challenges and to discharge its duties effectively in the year ahead notwithstanding the deeply disappointing issues that have been identified and have necessitated the restatements reflected in our FY2024 financial statements.

On behalf of the Board

John Gibney
Audit Committee Chair
27 June 2024

Role and Responsibilities of the Committee

The Committee supports the Board in fulfilling its responsibilities in relation to financial reporting, monitoring the integrity of the financial statements and other announcements of financial results published by the Group; and reviewing and challenging any significant financial reporting issues, judgements and actions of management in relation to the financial statements. The Committee reviews the effectiveness of the Group's internal controls and risk management systems and the effectiveness of the Group's Internal Audit function. On behalf of the Board, the Committee manages the appointment and remuneration of the External Auditor and monitors its performance and independence. The Group supports an independent and confidential whistleblowing procedure, and the Committee monitors the operation of this facility.

In accordance with the Code, the Board requested that the Committee advise it whether it believes the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for Shareholders to assess the Group's position and performance, business model and strategy.

The Committee's Terms of Reference reflect this requirement and can be found in the Investor Centre section of the Group's website. A copy may be obtained from the Company Secretary.

All members of the Committee are and were considered by the Board to be independent throughout the year under review.

The Committee members have been selected to provide the wide range of financial and commercial expertise necessary to fulfil the Committee's duties and responsibilities and provide effective governance. As a qualified chartered accountant, I am considered by the Board to have recent and relevant financial experience, as required by the Code. The Committee is considered by the Board to have the necessary competence and broad experience relevant to the sector in which the Group operates. Details of the skills and experience of the Directors are contained in the Directors' biographies on pages 86 and 87 of the Annual Report and Accounts.

The Committee has access to the Group's finance team, to its Internal Audit function and to its External Auditor and can seek further professional training and advice, at the Group's cost, as appropriate.

Meeting Frequency and Main Activities in the Year

The Committee met on eight scheduled occasions during FY2024. The quorum necessary for the transaction of business by the Committee is two, each of whom must be a Non-Executive Director. Regular attendees by invitation include the Chair of the Board, the Chief Executive Officer, the Chief Financial Officer, the Head of Internal Audit and, Ernst & Young ("EY"), the External Auditor.

The Company Secretary and Group General Counsel is Secretary to the Committee.

Going Concern

The Committee and the Board reviewed and challenged management's assessment of base case and downside forecast cash flows for the period to 31 August 2025 including sensitivity to macro-economic uncertainties such as a sustained downturn in demand, higher input costs and interest rates, combined with significant operational disruption, along with the Group's own mitigating actions on costs and cash flows. The Committee also considered the Group's financing facilities, the level of available liquidity and covenant compliance over the forecast period. Based on this, the Committee confirmed that the application of the going concern basis for the preparation of the financial statements continued to be appropriate with no material uncertainties.

For further information on the work undertaken by the Committee, the Board and management in relation to the going

Audit Committee Report
(continued)

concern basis of preparation for the FY2024 financial statements, please see ‘Going Concern’ on page 40 and ‘Viability Statement’ on page 41. The Directors’ Going Concern statement is set out on page 164.

Significant Judgemental Areas

The key matters reviewed and evaluated by the Committee during the year are set out below. Each of these areas received particular focus from the External Auditor, who provided detailed analysis and assessment of the matters in their report to the Committee.

Recoverability of On-Trade Receivables and Advances to Customers

The Group has a recoverability risk through exposure to on-trade receivable balances and advances to customers who may experience financial difficulties. The Committee’s focus on this area was heightened this year as a result of issues associated with the implementation of a complex ERP system upgrade in our MCB business, in addition to the cost-of-living crisis, and the consequential impact on some of our customers. The Committee considered the basis used by management in calculating the expected credit losses, whether it adequately captured the risks in the current environment and the level of security in respect of those loans. As a result of the review process, the Committee concluded that the expected credit loss on trade receivables and loans was prudent but appropriate and were properly reflected in the consolidated financial statements.

Carrying value of goodwill and intangible brand assets, including related impairment charges

The Committee considered management’s conclusion that an impairment of the carrying value of goodwill and intangible assets held by the Group should be made. Indicators of impairment were identified around the continuing challenging trading conditions in the crowded and competitive UK cider market. This has resulted in uncertainty in the longer-term outlook for Magners cider in the Great Britain operating segment, which together with other macroeconomic factors, is restricting the Group’s ability to innovate and trade its way back to sustainable profit growth. In particular, the Committee considered and challenged the valuation financial models, including sensitivity analysis, used to support the valuation and the key assumptions and judgements used by management underlying these models. The key assumptions used in the financial models and consequently the key focus areas for the Committee relate to future volume, net revenue and operating profit, the growth rate in perpetuity and the discount rate applied to the resulting cash flows. The Committee considered the outcome of the financial models and found the methodology to be robust, and agreed with management’s conclusion that an impairment of goodwill should be made.

Revenue recognition

The Committee considered the Group’s revenue recognition policy and is satisfied it is appropriate and in line with IFRS 15 Revenue from Contracts with Customers.

Management Override of internal controls and related prior period adjustments

The adjustments previously noted in respect of current assets and liabilities included amounts in respect of goods received, not yet invoiced (GRNI), customer discount liabilities, incorrect accounting treatment of glassware, together with amounts in respect of supply and packaging arrangements and prepayments. The Committee has identified that some material releases of these items were incorrectly made by management during FY2024 without the expected and required level of diligence and analysis to support these releases. These write off and releases in current assets and liabilities were subsequently corrected and allocated to the correct financial years, as outlined in our RNS "Summary of FY2024 unaudited financial performance" on 7 June 2024 and noted below in the prior year adjustments section.

During the current financial year, the Group identified in conjunction with the external auditors, and subsequently with the assistance of an independent accounting firm, prior period accounting errors in inventory and other balance sheet accounts within current assets and liabilities, across a number of areas of the Group’s operations.

Following constructive engagement with EY and review by the Committee, the Committee approved the items to be restated, which arose from accounting mistakes, errors of judgement and a lack of transparency in disclosures. These adjustments related principally to five items, inventory existence and valuation matters (€11.1m charge), incorrect accounting treatment of inventory of branded glassware (€1.1m charge) GRNI (€2.9m credit), the timing of release of customer discount liabilities (€3.7m credit), together with additional items (net €0.5m charge) over the three-year period in question. These adjustments in aggregate represent an underlying operating profit adjustment charge of €6.1m. By year, the restatements comprised a €1.5m adjustment charge in FY2023, a €3.1m adjustment credit in FY2022 and a €7.7m adjustment charge in FY2021.

In addition, the Group has recorded an exceptional prior year (FY2023) charge with respect to onerous apple contracts of €12.2m. The total value of the pre-tax adjustments, including the exceptional onerous apple contracts charge is €18.3m.

The Committee, and the Board, believes these failures stemmed from under-investment in our people, systems and a lack of transparency in disclosures, which have hindered the financial reporting and review process, through the business. Whilst these issues in aggregate represent less than 1% of total group assets, it is nevertheless disappointing and appropriate steps are being taken to ensure such failings cannot happen in future.

Inventory existence and valuation

During the year issues were identified relating to the existence and valuation of cider concentrate at the Group's cider production facility in Clonmel. Following internal review and in conjunction with work performed by EY and the Independent Investigative accountant's, it was determined that a shortfall in the cider concentrate volume existed and that accounting errors had occurred in respect of the recording of these concentrate values. The Committee considered the review work undertaken and the Investigative Accountants Report and agreed with managements conclusion that there was a failure of the internal control system and the adjustments required should form part of the prior period restatement noted above.

Carrying Value of Investment in subsidiary undertakings in the parent company financial statements and related impairment charges

The Committee considered management's conclusion that an impairment of the carrying value of the investment in subsidiary undertakings held by the Company should be made. Indicators of impairment were identified around dividends paid by the subsidiary undertakings to the Company. In particular, the Committee considered and challenged the valuation financial models, including sensitivity analysis, used to support the valuation and the key assumptions and judgements used by management underlying these models. The key assumptions used in the financial models and consequently the key focus areas for the Committee relate to future volume, net revenue and operating profit, the growth rate in perpetuity and the discount rate applied to the resulting cash flows. The Committee considered the outcome of the financial models and found the methodology to be robust, and agreed with management's conclusion that an impairment of the investment carrying value should be made.

Adjusting Items

Adjusting items are not reported as part of the financial statements but are used in the Annual Report and Accounts to provide clarity on underlying performance for users of the accounts. The classification of adjusting items is defined by a Group policy, as approved by the Committee. It includes items of significant income and expense which, due to their size, nature or frequency, merit separate presentation to allow the reader to understand better the elements of financial performance during the year. The Committee reviewed and challenged items to be included throughout the year in order to confirm appropriateness.

Other Areas of Focus

The Committee also during the year:

- approved the Internal Audit plan and agreed the External Auditor's work plans for the Group;
- considered regular reports from the Head of Internal Audit on their findings;
- considered the process for review and approval of the FY2024 Annual Report and Accounts;
- considered the Investigative Accountant's Report and findings and risk of management bias;
- reviewed and recommended revisions to the Board to the Group Risk Register and the Principal Risks and Uncertainties; and
- reviewed the External Auditor's independence and objectivity, the effectiveness of the audit process, the re-appointment of the External Auditor and approved the External Auditor's remuneration.

Following discussions with the External Auditor, and the deliberations set out above, we are satisfied that the financial statements are fairly stated and consistent with the information presented for each of the areas of significant judgement, including inventory valuation and existence, onerous contracts, exceptional items and parent company investment impairment.

Fair, Balanced and Understandable Assessment

One of the key compliance requirements of the Group's financial statements is for the Annual Report and Accounts to be fair, balanced and understandable. The coordination and review of Group wide contributions into the Annual Report and Accounts follows a well-established and documented process, which is performed in parallel with the formal process undertaken by the External Auditor.

The Committee received a summary of the approach taken by management in the preparation of the FY2024 Annual Report and Accounts to ensure that it met the requirements of the UK Corporate Governance Code. This, and our own scrutiny of the document, enabled the Committee, and then the Board, to confirm that the FY2024 Annual Report and Accounts taken as a whole, was fair, balanced and understandable and provided the information necessary for Shareholders to assess the Group's position and performance, business model and strategy.

Reporting Process Improvements since 1 March 2024

Led by the new CFO and overseen by the Committee, with the oversight of the Board, the Company is taking action to prevent the incidents that resulted in the accounting misstatements relating to inventory, goods received not invoiced related matters, together with accruals and prepayment reconciliations. These measures, which are being implemented across the Group, include:

- Enhancing the technical capability within the finance team through adding additional resources with appropriate qualifications for the complexities of the manufacturing process;
- Performed an in-depth balance sheet review, giving a high degree of confidence that there are no material issues as at the FY2024 balance sheet date;
- Re-organising the Group's central finance function to include Group financial control, financial analysis, treasury and internal audit;
- Creating standard accounting policies and procedures to be applied consistently across all companies in the Group;
- Implementing a unified accounting and forecasting platform to be deployed across the Group, replacing the many different accounting systems currently in use across the Group; and

Audit Committee Report (continued)

- A review of the internal audit processes to ensure a more effective and efficient execution in future years.

These measures will contribute to the transparency of reporting and the process of continuous improvement to ensure the integrity of the Group's internal and external reporting processes as noted earlier in the report.

Internal Controls and Risk Management Systems

While the Board retains ultimate responsibility for risk management and the internal control environment, the Committee is responsible for reviewing the robustness and effectiveness of the Group's risk management and internal control systems, including financial, operational, regulatory and compliance controls.

A critical element of the Group's risk management review is the determination of the extent to which the Group is willing to "accept" a level of net risk as part of the cost of delivering against its strategy. To this end, during the year the Board's individual and collective risk appetite was reviewed, considering changes in the business and external environment, as well as emerging trends and developing risks. Our risk appetite differs across the respective principal and emerging risks, with a lower acceptance appetite (seeking to reduce the risk profile and mitigating its impact where possible) for high impact/high likelihood risks and with a higher acceptance level (potentially accepting the risk, with limited impact mitigation) for low impact/ low likelihood risks. For further details, please see the Group's Principal Risks and Uncertainties on pages 34 to 40.

In line with our usual procedures, the Committee reviewed the principal risks at the half and full year, and the associated risk appetites and metrics considering business changes and performance, challenging and confirming their alignment to the achievement of the Group's strategic objectives. This review was supported through consideration of risk dashboards outlining both principal risks and any escalated or emerging risks. Changes to our risk profile were then approved by the Board.

In addition, the Committee reviewed reports issued by both Internal Audit upon matters including accounting manuals and KPI reporting, employee relations, keg management and tax, as well as from the Investigative Accountant for the matters noted in this report and the External Auditor and held regular discussions with the Chief Financial Officer, the Head of Internal Audit and representatives of the External Auditor.

IT Systems and Cyber Security

The Group implemented a complex ERP transformation in February 2023 in the Matthew Clark and Bibendum ('MCB') business, further aligning and streamlining our technology infrastructure across the Group. This is a key step in our digital transformation and optimisation of the business which will enable further automation and simplification of our business processes.

The implementation of the ERP took longer and was significantly more challenging and disruptive than originally envisaged. Once successfully completed, a thorough review was undertaken of the implementation, system fixes and mitigation plans, culminating in a series of recommendations to ensure the Group has the required level of planning, capability and resilience in its systems to avoid any reoccurrence in the future.

We continued to review our information security and cyber preparedness policies and procedures and further enhanced our Information Technology systems and controls. In the field of information technology and security, the Group undertakes a regular security assurance programme, testing controls, identifying weaknesses, and prioritising remediation activities where necessary. This includes periodic best practice specialist security testing by a leading third-party provider and regular system scanning to identify security weaknesses. Issues are assessed for risk and are comprehensively managed as part of the Group's risk management programme. We continue to pursue Cyber Essentials Plus accreditation from the National Cyber Security Centre ("NCSC").

Internal Audit

The Committee is responsible for monitoring and reviewing the operation and effectiveness of the Internal Audit function including its focus, work plan, activities, and resources. During each financial year, the Committee completes its annual review of the effectiveness of the Group's system of internal controls and internal audit function, including financial, operational, compliance and risk management systems.

The annual internal audit plan is approved by the Committee and is kept under regular review, in order to reflect the changing business needs and to ensure new and emerging risks are considered. The Committee is informed of any amendments made to the internal audit plan on a quarterly basis. The FY2024 internal audit plan was developed through a review of the Group's principal risks together with consideration of the Group's key business processes and functions that could be subject to audit. While the Group's reporting framework failed in respect of certain inventory and balance sheet items, partially due to management override of the Group's internal controls and reporting framework, we note that these issues were identified during FY2024, in conjunction with the Group's External Auditors. The Committee is confident that the remedial actions being taken, monitoring of effectiveness of measures implemented by Internal Audit, improved oversight and cultural change, will ensure the accuracy and integrity of the Group's reporting framework going forward.

In relation to the FY2025 internal audit plan, the principal objectives are to provide confidence that existing and emerging key risks are being managed effectively, to confirm that controls over core business functions and processes are operating as intended, and to confirm that major projects and significant business change programmes are being adequately controlled. Additional oversight will be

provided by the Committee to review in detail the FY2025 internal audit plans in the Clonmel facility and across the Group.

Findings from all audit reports issued by the internal audit function are reviewed by the Committee. Internal audit recommendations are closely monitored from implementation through to closure, to ensure these are implemented in a timely manner. A summary of the status of the implementation of internal audit recommendations is made quarterly to the Committee.

Following the appointment of the CFO, the Committee is confident that the Internal Audit function will have the necessary direction and resources to fulfil its mandate in FY2025. It is also satisfied that the Internal Audit function has adequate standing and is free from management influence or other restrictions.

External Audit

The Committee is responsible for monitoring the performance, objectivity and independence of Ernst & Young ("EY"), the External Auditor. In December 2023, we met with EY to review and approve the audit plan for the year end, to gauge whether it was appropriately focused. EY presented to the Committee its proposed plan of work, which was designed to ensure there are no material misstatements in the financial statements. The Committee considered the accounting, financial control and audit issues reported by the External Auditor that flowed from their audit work. In addition, EY's letter of engagement and independence was reviewed by the Committee in advance of the audit.

In June 2024, in advance of the finalisation of the financial statements, we received a report from EY on their key audit findings, which included the key areas of risk and significant judgements referred to above and discussed the issues with them for the Committee to form a judgement on the financial statements. In addition, we considered the Letter of Representation that the External Auditor requires from the Board.

The Committee meets with the External Auditor privately at least once a year to discuss any matters they may wish to raise without management being present and has held a number of additional meetings to consider the matters discussed in this report.

Assessment of Effectiveness of External Audit

The Committee carried out an assessment of the external audit process during the year, including EY's role in that process. The Committee also considered the robustness of the audit process including, the level of challenge given by EY to critical management judgements and assumptions and the extent to which professional scepticism was shown by EY. This took account of the Committee's own discussions with the External Auditor on the work performed around areas of higher audit risk. It also took account of the External Auditor's conclusions on those areas, and the depth of the External Auditor's understanding of the Group's businesses.

The review of audit effectiveness was supported by the results of discussions with individual Committee members and the completion of a short questionnaire by each member of the Committee, the Chief Financial Officer, the Director of Group Finance and applicable senior finance personnel across the business.

On the basis of the Committee's evaluation and considering the views of other key internal stakeholders, the Committee concluded that both the audit and the audit process were largely effective, having been carried out in an independent, professional, organised and constructive manner, with an appropriate level of challenge and scepticism over management's treatment of significant reporting and accounting matters.

The Committee has worked constructively with the External Auditors to assess and resolve the prior year adjustments and the other areas of focus discussed in this report.

Audit Tender

EY was originally appointed as External Auditor for the year ended 28 February 2018. The Group's lead audit engagement partner for the FY2024 audit was Dermot Quinn. This is his second year in the role following partner rotation. The External Auditor is required to rotate the audit partner every five years and therefore the original partner was required to rotate after the 2022 AGM.

There are no contractual obligations restricting the Group's choice of External Auditor. The Committee will continue to review the auditor appointment and the need to tender the audit, ensuring the Group's compliance with the Code and any related regulations.

The Group complied on a voluntary basis with the Statutory Audit Services for Large Companies Market Investigation (mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014, having last carried out a competitive tender for audit services in 2017.

Non-Audit Services

The Group has a policy in place governing the provision of non-audit services by the External Auditor in order to ensure that the External Auditor's objectivity and independence is safeguarded. This policy has been in place throughout the year.

Under this policy the auditor is prohibited from providing non-audit services if the auditor:

- may, as a result, be required to audit its own firm's work;
- would participate in activities that would normally be undertaken by management;
- would be remunerated through a "success fee" structure or have some other mutual financial interest with the Group; and
- would be acting in an advocacy role for the Group.

Other than above, the Group does not impose an automatic ban on the External Auditor providing non-audit services.

Audit Committee Report
(continued)

However, the External Auditor is only permitted to provide non-audit services that are not, or are not perceived to be, in conflict with auditor independence and objectivity, if it has the skill, competence and integrity to carry out the work and it is considered by the Audit Committee to be the most appropriate firm to undertake such work in the best interests of the Group. The engagement of the External Auditor to provide non-audit services must be approved in advance by the Audit Committee or entered into pursuant to pre-approved policies and procedures established by the Audit Committee and approved by the Board.

The nature, extent and scope of non-audit services provided to the Group by the External Auditor and the economic importance of the Group to the External Auditor are also monitored to ensure that the External Auditor's independence and objectivity is not impaired. The Audit Committee has adopted a policy that, except in exceptional circumstances with the prior approval of the Audit Committee, non-audit fees paid to the Group's auditor should not exceed 100% of audit fees in any one financial year.

In FY2024, EY undertook non-audit services in connection with the audit of the Group's pension schemes, limited assurance reporting on climate related matters and the liquidation of a non-trading subsidiary undertaking, which were subject to the Committee's prior approval and were undertaken for fees of €116,000.

Confidential Reporting Programme

The Group has an independent and confidential reporting programme called "Speak Up" in all its operations whereby employees can, in confidence, report on matters where they feel a malpractice has taken or is taking place, or if health and safety standards have been or are being compromised. Additional areas that are addressed by this procedure include criminal activities, improper or unethical behaviour and risks to the environment.

The programme allows employees to raise their concerns with their line manager or, if that is inappropriate, to raise them on a confidential basis. An externally facilitated confidential helpline and confidential email facility are provided to protect the identity of employees in these circumstances. Any concerns are investigated on a confidential basis by the Human Resources Department and/or the Company Secretary and Group General Counsel and feedback is given to the person making the complaint as appropriate via the confidential email facility. An official written record is kept of each stage of the procedure and results are summarised for the Committee.

The Committee is also responsible for ensuring that arrangements are in place for the proportionate independent investigation and appropriate follow up of any concerns which might be raised. The Committee receives regular reports on all whistleblowing incidents. The Board also receives a report on whistleblowing, in the Company Secretary and Group General Counsel's regular report to Board meetings. In FY2024, 5 incidences of concern were uncovered.

We encourage employees to report genuine issues and concerns as they arise. Those concerns are taken seriously. Employees can be assured they are investigated where appropriate and confidentiality is respected at all times. The Committee, the Board and the management team are committed to a renewed focus on our "Speak Up" programme across the business in FY2025. We want to promote our culture of transparency, integrity and trust so that collectively issues or concerns are reported as they arise and dealt with accordingly.

Evaluation of the Committee

The evaluation of the Committee was completed as part of the 2024 internal board performance review process. The overall conclusion from this year's Board performance review was that the Committee continues to operate effectively but that greater transparency and accuracy of information is required going forward and the improvements currently being enacted within the controls and governance frameworks will meet the required standards of performance. An explanation of how this process was conducted, the conclusions arising from it and the action items identified is set out on page 97. The Committee has considered this in the context of the matters that are applicable to the Committee.

This report was approved by the Board of Directors on 27 June 2024.

John Gibney
Audit Committee Chair

Find out more
The full responsibilities of the Committee are set out in its Terms of Reference, which are available on our website candcgroupplc.com/corporate-governance/terms-of-reference/.

Environmental, Social and Governance Committee Report

Membership and Attendance

The following directors served on the Environmental Social and Governance ('ESG') Committee during the year.

Member	Member Since	Number of Meetings Attended
Sarah Newbitt[1] (Chair)	6 December 2023	1/1
Vineet Bhalla[2]	9 February 2023	4/4
Chris Browne	6 December 2023	1/1
Patrick McMahon[3]	24 September 2020	4/4
Jill Caseberry[4]	24 September 2020	4/4
Jim Thompson[5]	24 September 2020	2/2
Helen Pitcher[6]	24 September 2020	2/2

1. Sarah Newbitt was appointed Chair with effect from 22 May 2024.
2. Vineet Bhalla was appointed Chair with effect from 14 July 2023 until 22 May 2024 where he reverted to a member of the ESG Board Committee.
3. Patrick McMahon stepped down from the Board and the ESG Board Committee with effect from 6 June 2024.
4. Jill Caseberry stepped down as a member of the ESG Board Committee on 6 December 2023.
5. Jim Thompson was Chair of the ESG Board Committee until he stepped down from the Board following the conclusion of the AGM on 13 July 2023.
6. Helen Pitcher stepped from the Board and the ESG Board Committee following the conclusion of the AGM on 13 July 2023.

Dear Shareholder

On behalf of the Board, I am pleased to present my first Environmental, Social and Governance Committee report to you as Chair of the ESG Board Committee, which is intended to provide Shareholders with an understanding of the work of the Committee during FY2024.

This report provides an overview of the Committee's activities in the year under review and previews our expected areas of focus in the coming year.

Key Activities in FY2024

- Reviewed and updated the Terms of Reference.
- Provided ESG training to all Board members.
- Undertook annual Committee Performance Review.
- Appointment of Chair of ESG Board Committee.
- Appointment of two Committee members; Non-Executive Directors, Chris Browne and myself, (I was subsequently appointed as Chair of the Committee on 22 May 2024).
- Received updates on DE&I two-year strategic plan.
- Approved the TCFD.
- Approved the Sustainability Report.
- Reviewed the Ethical and Sustainable Procurement Roadmap.
- Implemented Health and Safety Strategy – Vision Zero.
- Recommended Environmental Policy for Board approval.
- Recommended Mental Health First Aider Policy for Board approval.
- Review ESG KPI Dashboard.

Key Priorities for next year

- Drive further progress on DE&I across senior leadership roles.
- Keep under review the ESG strategy and how environment and sustainability principles are being embedded into the Company strategy, culture and working practices.
- Refresh of Code of Conduct.
- Continue to focus on horizon scanning and preparedness for regulatory reporting requirements.

Year in Review

The Board established an ESG Board Committee in 2020 to reflect C&C's ongoing commitment to operating a sustainable business and provide the Company with rigour, support and challenge on ESG matters. The ESG Board Committee has primary responsibility for the oversight of sustainability and climate change issues and provides regular updates to the Board on these matters.

In July 2023, Jim Thompson stepped down from the Board and Vineet Bhalla succeeded Jim as Chair of the ESG Board Committee. As part of the Board's annual review of Board and Board Committee composition, another newly appointed

Environmental, Social and Governance Committee Report (continued)

Non-Executive Director, Chris Browne, and myself were appointed as members of the ESG Board Committee on 6 December 2023. I was subsequently appointed Chair of the ESG Committee on 22 May 2024, with Vineet Bhalla reverting to being a member of the ESG Committee, having taken the decision to step down as Chair of the ESG Board Committee due to time constraints since starting a new role last year.

To ensure alignment with the other Board Committees meetings were held throughout the year, outside the regular ESG Board Committee cycle, with each of the Committee Chairs, Head of ESG and Deputy Company Secretary to seek alignment on the ESG Board Committee Terms of Reference and to ensure alignment and responsibility as delegated by the Board.

Also, during the year, an ESG Management Committee was established to review sustainability initiatives and reporting requirements. Delegating those responsibilities which originally sat with the ESG Board Committee to the ESG Management Committee and therefore allowing for the ESG Board Committee to provide additional focus and scrutiny. It is intended that the ESG Board Committee will look to identify areas where C&C can really make a difference, and further embed sustainability across all functions and business operations, as well as ensuring high standards of governance and reporting in this area. The Chair of the ESG Management Committee, Company Secretary and Group General Counsel, will provide an update to each ESG Board Committee and all Board members are invited to attend all ESG Board Committee meetings.

Throughout the course of FY2024, the priority for the Committee has been the continuous progression of the Company's ESG strategy, as detailed on pages 59 to 89, and ensuring ESG remains at the heart of the Company's strategy and an integral component of its operations.

C&C's Head of ESG and team continue to lead the Company towards our vision of "Delivering to a better world!" relating to ESG targets. Our ESG Champions from across the business provide additional support by analysing and appraising the ESG strategy, its six pillars and the KPIs and initiatives underpinning it. Our ESG Champions provide invaluable input as we continue to implement the ESG Strategy. ESG Champions are appointed on an 18-month term, allowing them to be involved in the setting of long-term, meaningful targets and providing an opportunity to help shape the future of the business at a strategic level on ESG matters. The ESG Champions report back to their respective teams which ensures an element of alignment on ESG related issues throughout the business. The ESG Champions were invited to participate at the four Committee meetings held during the financial year ended 29 February 2024.

By strengthening our governance, we continue to accelerate efforts to mitigate climate change risks and identify opportunities for transitioning to be a carbon neutral business by 2050. Full details on the work undertaken on TCFD during FY2024 can be found on pages 42 to 52.

Protecting our environment remains an integral part of the Company's strategy. For this reason, an environmental target was put forward to the Committee during FY2024 and approved by the Remuneration Committee. An environmental target also forms part of the performance conditions of the Awards granted in 2023 under the Long-Term Incentive Plan ('LTIP'). More details can be found in the Remuneration Committee Report on pages 136 to 163.

An impact materiality assessment exercise, in line with the Global Reporting Initiative, was completed in 2022/2023 to ensure that the Company's ESG priorities remain aligned with the views of our key stakeholders. During 2024, we will conduct a Double Materiality Assessment to strengthen the Company's response to ESG regulations, such as the Corporate Sustainability Reporting Directive, our reporting efforts in line with TCFD, while ensuring that the ESG matters of most importance to stakeholders are captured accurately and part of the Committee's deliberations. Third-party ratings, including the Group's current AA rating under the MSCI Index, were taken into account to determine impact materiality.

The Committee review ESG KPIs as a standing agenda item at each meeting. In FY2024 the Group was granted limited assurance, as defined by International Standards on Assurance Engagements on 3 of our ESG KPIs, Scope 1 and 2 Emissions, Water Intensity Ratio and H&S Lost Time Incidents, as included in two financial exercises. This limited assurance exercise will be repeated and extended to include our Scope 3 Supplier Engagement Target in FY2025.

A key element of our ESG strategy is to enhance the wellbeing of our employees and foster a diverse, inclusive and equitable workforce. You can read more about this and the work of the ERGs in our Sustainability Report on page 79 as well as the details on the Board's engagement with the workforce on page 8. The strength of our team is our most valuable asset and we are committed to creating an open and inclusive culture, which enables all of our people to thrive, and to promote diversity, equity and inclusion ('DE&I') to ensure we have a balanced pipeline of talent for the future.

We continue to embed our DE&I agenda and our Head of Talent Management and Employee Engagement presented our two-year strategic plan to the ESG Board Committee during the year. You can read more about this in our Sustainability

Report on pages 59 to 89 and in our Nomination Committee Report on pages 127 to 135. You can also read more about our new people policies that have been implemented in relation to parental leave on page 85 of the Sustainability Report and the policies can be found on our website at candcgroupplc.com.

In terms of community engagement, in August 2023, the Group announced an extension of our long running association with Inner City Enterprise (ICE), the Dublin-based not-for-profit charity which champions unemployed people to set up their own business, social enterprises and entrepreneurship. The partnership aims to support the delivery of specialised training and mentorship programmes, through one-to-one sessions and group workshops, enabling young people, refugees and migrants across Ireland to gain valuable personal development, business set-up and entrepreneurial skills.

The Board is committed to treating all stakeholders in every area of our business with honesty, fairness, openness, engagement and respect, and to conducting all business ethically and safely. The Group will only work with parties that share these values. Our Code of Conduct ('our Code') sets out our expectations for how we do business, clarifying our commitments to ethical, social and environmental performance. Our ESG policies support our Code and it can be found at candcgroupplc.com.

The Roles and Responsibilities of the Committee were reviewed this year in light of the new ESG Management Committee and these can be found below.

The Group's reporting under TCFD in respect of the financial year ended 29 February 2024 can be found on pages 42 to 52. The ESG Board Committee will receive updates from the ESG Management Committee on how the outputs from the TCFD review process are being implemented across the business as well as the development of TCFD reporting in the future.

Year Ahead

Looking forward, the Committee will continue to challenge the business proactively to tackle the sustainability topics relevant to our stakeholders and ensure the right processes are in place to mitigate climate-related risks and identify opportunities, as we journey towards becoming a carbon neutral business. In recognising the importance of keeping abreast of new developments, further training will be delivered to the Board during FY2025 via the delivery of virtual workshops on ESG matters from an external provider.

Roles and Responsibilities of the Committee

Role of the Committee

The Committee is required to:-

- Provide oversight on behalf of the Board in relation to the Group's ESG matters, and ensure that they are aligned with and integrated into broader business purpose and strategy;
- Review the policies, programmes, practices and initiatives of the Group relating to ESG matters, including environmental concerns, ensuring they remain effective and up to date;
- Provide oversight of the Group's management of compliance with legal and regulatory requirements, including applicable rules and principles of corporate governance, and applicable industry standards;
- Report on these matters to the Board and, where appropriate, make recommendations to the Board; and
- Report as required to Shareholders of the Company on the activities and remit of the Committee.

No member of the Committee nor any other Director participates in discussions or votes concerning their own election/re-election or evaluation of their own performance. Details of the skills and experience of the Directors are contained in the Directors' biographies on pages 92 and 93. Their remuneration is set out in the Remuneration Report.

The quorum necessary for the transaction of business by the Committee is two, of whom one must be a Non-Executive Director. Only members of the Committee have the right to attend Committee meetings. The Committee Secretary is the Deputy Company Secretary.

Meeting Frequency

The Committee met on four occasions during the financial year ended 29 February 2024. All members of the Committee attended each meeting. At the invitation of the Committee, all Board members, the Company Secretary and Group General Counsel, Deputy Company Secretary, Head of ESG, Group Engineering Manager, ESG Analyst, and ESG Champions were invited to attend all meetings.

External ESG ratings

The Committee was pleased to note the positive ratings from independent analysts.

MSCI	AA
CDP	B Climate / C Water
Sustainalytics	27.3 (Medium)

Committee Performance Review

The performance review of the Committee was completed as part of the FY2024 Board Performance Review. Based on the review the Committee concluded that it was operating effectively in line with its Term of Reference. An explanation of how this process was conducted, the conclusions arising from it and the action items identified is set out on pages 105 to 106. The Committee has considered this in the context of the matters that are applicable to the Committee.

Environmental, Social and Governance Committee Report (continued)

Outputs from Committee Performance Review for 2023/24

- Continue to improve how the Committee keeps what it does under review and have an annual refresh in light of internal and external developments.
- Provide more data.

Actions from 2022/23 Committee Performance Review

- Committee reviewed the work of the ESG Committee and streamlined the Terms of Reference in light of the implementation of an ESG Management Committee and working collaboratively with the Chairs of the other Committees.
- Increased DE&I data received.

With Board level commitment to ESG, an ESG Management Committee made up of colleagues across all functions, a dedicated ESG team, and a group of ESG Champions advocating across the business, we are delivering on our promise of embedding ESG into everything we do. I am very much looking forward to helping drive forward our ESG strategic goals in my role Chair of the ESG Board Committee and with C&C's leadership and governance framework I am confident this will ensure the business is well equipped to continue on our journey of delivering on our sustainability strategy.

If you wish to discuss any aspects of the ESG Board Committee activities with me then please do so either at the forthcoming AGM, on 15 August 2024 or via the email that we have for engagement with our Shareholders at AGM2024@candcgroup.com

This report was approved by the Board of Directors on 27 June 2024.

Sarah Newbitt
Chair of the ESG Board Committee

Find out more
The full responsibilities of the Committee are set out in its Terms of Reference, which are available on our website candcgroupplc.com/corporate-governance/terms-of-reference/.

Nomination Committee Report

Membership and Attendance

The following Non-Executive Directors served on the Nomination Committee during FY2024.

Member	Member Since	Number of Scheduled Meetings Attended	Number of Unscheduled Meetings Attended
Chris Browne (Chair) [1]	5 December 2023	1/1	1/1
Ralph Findlay[2]	7 July 2022	6/6	1/1
Angela Bromfield	5 December 2023	1/1	1/1
Vincent Crowley[3]	1 June 2019	5/6	0/1
Helen Pitcher[4]	23 October 2019	2/2	n/a

1. Chris Browne was appointed Chair of the Nomination Committee on 6 June 2024.
2. Ralph Findlay stepped down as Chair of the Nomination Committee on 6 June 2024.
3. Vincent Crowley did not attend the scheduled Nomination Committee meeting on 7 February 2024 and the unscheduled Nomination Committee meeting on 14 February 2024 where SID succession was discussed.
4. Helen Pitcher stepped down from the Board and Nomination Committee on 13 July 2023.

Dear Shareholder

On behalf of the Board, I present the Nomination Committee ('the Committee') Report covering the work of the Committee during FY2024 and post year end. This report provides an overview of the Committee's activities in the year under review and looks ahead to our anticipated activities in the coming year.

Year in Review

The last 18 months have been marked by a number of changes to the composition of the Board and our Executive Management team. The Committee's major areas of focus in FY2023 were related to succession planning for its Executive and Non-Executive Directors, alongside the ongoing focus on ensuring the effectiveness of the Board through the appointment of Directors with the appropriate balance of skills, gender, diversity and experiences. In May 2023, the Board announced the appointment of Patrick McMahon to the role of Chief Executive Officer ('CEO'), following his four-year tenure as CFO of the Group. On 6 June this year, Patrick McMahon stepped down as CEO and as a Director with immediate effect. The Board and the Committee triggered its contingency succession plan to ensure continuity of leadership, recommended for approval Ralph Findlay's appointment as CEO with immediate effect. It is expected that Ralph will perform the role of CEO for 12 to 18 months to ensure stability within the senior leadership team and execution of strategy, while combining this role with his position as Chair of the Board. The precise duration of Ralph's tenure as CEO will depend on the timing of the recruitment of a long-term successor as CEO. On 6 June 2024 Ralph stepped down as Chair of the Nomination Committee and I was appointed to this position. As Chair of the Committee, I will lead the process to recruit a new long-term CEO which will commence in the autumn.

On behalf of the Committee, I would like to thank Patrick for his significant contribution to the Company over many years. While we regret to see a long-standing member of our leadership team leave the business, we believe the Company is well positioned to continue to implement its established strategy and deliver value for Shareholders.

Board and Committee changes

Alongside the appointment of the new CEO, the Committee has been focused on the refreshment of the Board. During the year, we were pleased to announce the appointments of Angela Bromfield and Sarah Newbitt, who joined us in July 2023 and August 2023 respectively. I was delighted to be appointed to the Board in October 2023. These Directors are strong additions to the Board, bringing diverse thoughts, experience, alternative perspectives, and complimentary experience to the Board and its discussions.

At the conclusion of the 2023 AGM, Angela took on the role of Chair of the Remuneration Committee following Helen Pitcher's decision to step down from the Board at the conclusion of the 2023 AGM. Angela's appointment followed a thorough evaluation and succession process led by the Committee in conjunction with an independent search firm, Warren & Partners. Angela brings wide business strategy, communications, and marketing experience to the Board, together with significant experience as an Independent Director and as Remuneration Committee Chair at several UK listed companies.

Nomination Committee Report (continued)

Sarah's, and my own, appointment to the Board followed a thorough evaluation and succession process led by the Committee in conjunction with an independent search firm, Odgers Berndtson. Sarah has extensive consumer goods sector and supply chain expertise, together with developing and implementing sustainability strategies, while I bring vast experience managing complex consumer-facing operations to C&C. It was in this context, the Committee announced on 22 May 2024, that Sarah would be replacing Vineet Bhalla as Chair of the ESG Committee effective from 22 May 2024.

In summary, as at December 2023, the Committee had recommended the following changes to the composition of the Board and its Committees:

- Angela Bromfield was appointed as a member of the Nomination Committee and Chair of the Remuneration Committee
- I was appointed as a member of the Nomination and ESG Committees;
- Sarah Newbitt was appointed as a member of the ESG Committee;
- Vineet Bhalla, stepped down as a member of the Audit Committee;
- John Gibney, was appointed as a member of the Remuneration Committee; and
- Jill Caseberry, was appointed as a member of the Audit Committee and stepped down as a member of the ESG Committee.

During the year, an internal search for a new Senior Independent Director was initiated by the Committee as Vincent Crowley announced, on 14 February 2024, his decision to step down from the Board at the 2024 AGM, having served for almost nine years on the Board and as Senior Independent Director. As Chair of the Board and the Nomination Committee at the time, Ralph Findlay consulted with all Board members to understand their views on potential candidates, and following a thorough internal process, with due consideration to my other external commitments, independence, expertise, and personal attributes the Committee was delighted to recommend to the Board my appointment as Senior Independent Director and Employee Engagement Non-Executive Director with effect from 15 February 2024. The Board would like to thank Vincent for his dedication to C&C and his significant contribution to the Board as a Non-Executive Director and as Senior Independent Director has been invaluable. On behalf of the Company and the Board, we wish Vincent all the best for the future.

Succession and leadership capability

The Committee consistently reviews the composition of the Company's Executive Management team, its development and succession planning. The Committee has overseen the significant changes across its Executive Management team that have taken place since May 2023, with the appointment of Patrick McMahon as CEO of the Group, followed by the appointment of our new CFO Andrew Andrea. On 7 June 2024, it was announced that Patrick stepped down from this role and from the Board of Directors on 6 June 2024. To ensure continuity and stability of the Executive Management team, Ralph Findlay was immediately appointed as CEO of the Group. Ralph will remain in post until the appointment of a new Executive Director, while continuing his work as Chair of the Board. To avoid any potential conflict of interests, Ralph did not participate in the Committee's deliberations regarding his appointment as CEO. The unanimous view of the Board was that the interests of C&C's employees, Shareholders and wider stakeholders would be best served by this leadership structure through the near- term. The Board, under the leadership of the Committee and its new Chair, and with the support of the appropriate external advisors will be commencing a recruitment process for Patrick's replacement in the autumn. He has agreed to remain with the Group until the end of September 2024, to ensure a smooth transition and support the Board during this period of change. Upon the appointment of a new CEO, Ralph will revert to his position as Non-Executive Chair of the Board.

On 1 March 2024, we were delighted to announce the appointment of Andrew Andrea as CFO of the Group. Andrew's appointment followed the completion of a rigorous recruitment process undertaken by the Committee in conjunction with an independent executive search firm, Spencer Stuart. Andrew brings a rare depth of experience within our industry to the business and to our Board, and we are delighted to welcome him to C&C. As we continue to focus on building C&C as the premium drinks and distribution business in the UK and Irish markets, Andrew will bring invaluable expertise and insight to our team and to help us deliver on that ambition.

The changes to our Board reflect the importance of an ongoing focus on succession planning for the Board and throughout the organisation. This includes understanding the steps taken to develop talent from within C&C, as well as overseeing promotions and changes made within the Group Executive Committee towards ensuring the most appropriate balance of skills to support the execution of our strategy. In the last two years, we have seen a significant number of changes across our leadership team. While we understand these changes constitute natural occurrences to the management of a business, as we prepare for the recruitment of our new CEO, the Board and the Committee remain focused on appointing an Executive who will drive the business forward, aligned with our long-term objectives.

Board Diversity, Skills and Effectiveness

As a global business, serving a diverse client base, diversity and inclusion are central to how we operate. The Board, and the Committee recognise the importance of diversity at all levels of the organisation, as they promote balanced decision-making with consideration to the wider strategy of the business. When reviewing the composition of the Board, the Committee will consider all aspects of diversity, including, but not limited to gender, ethnicity, background, skills and experiences. The Committee also ensures that all appointments are made on a shared understanding of merit, with consideration to the Board's diversity objectives.

I am pleased to confirm that the current composition of the Board meets the expectations of the FCA's Listing Rules. Gender diversity on the Board is currently at 44%, whereby four of the nine directors on

the Board are women. My appointment to the role of Senior Independent Director and Employee Engagement Non-Executive Director earlier this year, has improved the gender balance across the senior Board positions (Chair, CEO, CFO, or Senior Independent Director), a key expectation of the FCA rules. We are also in line with the expectations of the Parker Review and the FCA guidance, regarding the appointment of at least one Board member from a minority ethnic background. We are also mindful of the additional voluntary expectations of the Parker Review to set a target for the representation on ethnic diversity for the Executive Management team for December 2027.

Board effectiveness

The performance review of the Committee was completed as part of the 2024 internal Board Performance Review. The overall conclusion from this year's Performance Review was that the Committee continues to work effectively and is operating appropriately in line with its Terms of Reference.

An explanation of how this process was conducted, the conclusions arising from it and the action items identified is set out on pages 105 to 106. The Committee has considered this in the context of the matters that are applicable to the Committee.

Since joining the C&C Board, I continue to be impressed by the strength and resilience of our business, and the commitment to the long-term strategy across all levels of the organisation. The agility and resilience of our employees has been impressive, as they continue to deliver for all our customers in spite of challenges and changes impacting our business.

Chris Browne, OBE
Nomination Committee Chair
27 June 2024

Roles and Responsibilities of the Committee

Role of the Committee

The Committee is responsible for Board recruitment and conducts a continuous and proactive process of planning and assessment, considering the Board's composition against the Group's strategic priorities and the main trends and factors affecting the long-term success and future viability of the Group. The Committee's key objective is to ensure that the Board comprises individuals with the necessary skills, knowledge, experience and diversity to ensure that the Board is effective in discharging its responsibilities and that appropriate succession arrangements are in place. The Committee has defined Terms of Reference which can be found in the Investor Centre section of the Group's website at candcgroupplc.com/corporate-governance/terms-of-reference.

The Committee is responsible for leading a formal, rigorous and transparent process for the appointment of new Directors to the Board and ensuring that plans are in place for orderly succession to the Board and senior management positions.

The process for making new appointments to the Board is usually led by the Chair, except when the Committee is dealing with the Board Chair succession. Given that the Chair has also been appointed as CEO until a long-term successor is appointed, the search for that successor will be led by myself, Chair of the Nomination Committee, and Senior Independent Director of the Board. When considering new appointments, all recommendations to the Board are made on merit against objective criteria which take into account experience, skills and ensuring an appropriate diversity, in the broadest sense, in the resulting membership of the Board. Time commitment, independence and potential conflicts of interest are considered before any recommendation is made to the Board. Any candidates who are shortlisted are interviewed by the Board Chair, Committee Chair and members, other Directors and the Company Secretary and Group General Counsel. The Board is updated on the progress of the selection process and receives recommendations from the Committee for appointment.

Board Independence

Having undertaken a performance evaluation of both the Board and individual Directors, the Committee considered the independence of each of the Non-Executive Directors, each of them having confirmed their willingness to stand for election or re-election at the forthcoming AGM, with the exception of Vincent Crowley. In assessing their independence, the Committee has had due regard to various matters which might affect, or appear to affect, the independence of certain of the Directors. The Committee had particular regard to the products purchased from St Austell Brewery Company Limited, where Jill Caseberry is also a Non-Executive Director. The Committee remains fully satisfied this relationship is not material and has in no way impaired her independence. Except for the Board Chair, all members of the Committee are and were, throughout the year under review, considered by the Board to be wholly independent.

No member of the Committee nor any other Director participates in discussions concerning or votes on their own re-election or evaluation of their own performance. Details of the skills and experience of the Directors are contained in the Directors' biographies on pages 92 and 93. Their remuneration is set out in the Directors' Remuneration Committee Report on pages 136 to 163.

The quorum necessary for the transaction of business by the Committee is two, each of whom must be a Non-Executive Director. Only members of the Committee have the right to attend Committee meetings. The Company Secretary and Group General Counsel is Secretary to the Committee.

Meeting Frequency and Main Activities during the year

The Committee met on seven occasions, one meeting was unscheduled, during the year ended 29 February 2024. All members of the Committee attended each meeting. At the invitation of the Committee, Board members were invited to all meetings,

Nomination Committee Report (continued)

as well as the Group Director of Human Resources, the Deputy Company Secretary and the Senior Assistant Company Secretary were invited to attend meetings.

Set out below is a summary of the main activities of the Committee in the year.

Remuneration Committee Chair Appointment

The previous Chair of the Remuneration Committee stepped down from her role at the conclusion of the 2023 AGM following her appointment as chair of the Judicial Appointments Commission. A selection process for a new Remuneration Chair was led by the Chair, and the Committee, with assistance from the Company Secretary and Group General Counsel.

The services of an Executive search firm were used to identify potential candidates. The Committee considered the credentials of several search consultants before recommending the appointment of Warren & Partners, which is a signatory to the voluntary code of conduct for executive search firms. Warren & Partners does not have any connection to the Group or with individual Directors.

The Company did not use open advertising to search for suitable candidates for the role as we believe that the optimal way of recruiting for this position is to use targeted recruitment based on the skills and experience required.

As an initial step, the Committee agreed a role profile with Warren & Partners, which referred to the following characteristics and experience:

- Experience as a Remuneration Committee Chair;
- Plc experience and an understanding of the UK corporate governance environment;
- Broad sector experience; and
- A positive match with the culture of the Group and the members of the Board.

The search from Warren & Partners was rigorous in its scope, given the significant importance of remuneration-related considerations in the success and reputation of our business, and its importance to shareholders. The Committee considered an extensive list of potential candidates, both internally and externally, with the skills, knowledge and experience required. The candidates included in the initial list for the Committee were of diverse backgrounds in its widest sense (gender, nationality, age, experience and social backgrounds). The Committee unanimously selected Angela Bromfield as its preferred candidate. Angela brings wide business strategy, communications, and marketing experience to the Board, together with significant experience as an Independent Director and as Remuneration Committee Chair at several UK listed companies.

Following the Committee's recommendation and due consideration by the Board, Angela Bromfield was appointed our new Remuneration Chair and joined the Board at the conclusion of the 2023 AGM. The Board is pleased to have recruited an individual with her experience and expertise to chair the Remuneration Committee.

Other Board Changes

At the conclusion of the 2023 AGM, Jim Thompson stepped down from his position as a Non-Executive Director and Vineet Bhalla succeeded Jim Thompson as Chair of the ESG Committee in July 2023 and due to time constraints related to external commitments, Vineet subsequently stepped down as Chair of the ESG Committee and Sarah Newbitt succeeded him as Chair of the ESG Committee in May 2024.

A second recruitment process was launched to facilitate the appointment of additional Non-Executive Directors in support of the Board's succession plans and the Group's strategic aims. The Committee was also mindful of the FCA's Listing Rule which sets a target of 40% female Board membership of listed companies. The selection process was led by the Chair of the Board, and the Committee, with assistance from the Company Secretary and Group General Counsel.

The services of an Executive search firm were used to identify potential candidates. The Committee considered the credentials of several search consultants before recommending the appointment of Odgers Berndtson, which is a signatory to the Enhanced Voluntary Code of Conduct for Executive search firms. Odgers Berndtson does not have any connection to the Group or with individual Directors.

The Company did not use open advertising to search for suitable candidates for the role as we believe that the optimal way of recruiting for this position is to use targeted recruitment based on the skills and experience required.

As an initial step, the Committee agreed a role profile with Odgers Berndtson, which referred to the following characteristics and experience:

- Experience managing complex distribution operations, whether gained within a logistics operator or running a significant distribution network for a consumer business;
- Experience of building premium brands within the food and drinks industry was highly relevant; and
- Familiarity with the governance requirements of a listed business, ideally with prior plc board exposure.

This opportunity applied equally to those seeking their first complementary Non-Executive board role, as well as someone established in a plural career.

The search from Odgers Berndston was rigorous in its scope. The Committee considered an extensive list of potential candidates, both internally and externally, with the skills, knowledge and experience required. The candidates included in the initial list for the Committee were of diverse backgrounds in its widest sense (gender, nationality, age, experience and social backgrounds). The Committee unanimously selected Sarah Newbitt and myself as its preferred candidates. Sarah brings extensive consumer goods sector and supply chain expertise, together with developing and implementing sustainability strategies. Chris brings vast experience

managing complex consumer-facing operations to C&C.

Following the Committee's recommendation and due consideration by the Board, Sarah Newbitt and I were appointed Non-Executive Directors and joined the Board in August 2023 and October 2023 respectively and undertook a full Board induction programme following our appointments.

Following the Non-Executive Director appointments, in December 2023 the Committee led a review of the membership of the Board's Committees. Board Committee membership is reviewed regularly to maintain an optimum combination of skills, experience, knowledge and diversity to enable effective governance and decision making. The Committee recommended changes to each Committee's composition.

Additionally, the Committee recommended that Sarah Newbitt and I be appointed as Employee Engagement Non-Executive Directors to understand and communicate employee's views back to the Board, which are then considered in our decision-making.

Finally, during the year under review, an internal search for a new Senior Independent Director was initiated by the Committee, with Vincent Crowley having decided to step down from the Board at the 2024 AGM after serving almost nine years on the Board. Following a thorough internal process, the Committee was delighted to recommend to the Board my appointment as Senior Independent Director with effect from 15 February 2024. As previously noted, following the end of FY2024, further Board changes were announced on 7 June 2024 as described in more detail above.

CFO Appointment

In December we announced the appointment of Andrew Andrea as Chief Financial Officer ('CFO'). Andrew joined C&C as CFO and Executive Director on 1 March 2024.

Andrew's appointment followed the completion of a rigorous recruitment process undertaken by the Committee in conjunction with an independent search firm, Spencer Stuart. Andrew is a drinks industry veteran having served in senior roles at Marston's plc, a leading independent brewing and pub retailing business in the UK, for over 20 years. Andrew brings a rare depth of experience within our industry to C&C and we are delighted to welcome him to the business. We continue to focus on building C&C as the premium drinks and distribution business in the UK and Irish markets. Andrew brings invaluable expertise and insight to our team and this will help us deliver on that ambition.

Since appointment, Andrew has undertaken a full Board induction programme. The induction programme for Andrew Andrea has included meetings with senior management and operational and functional teams around the Group and has been structured to help Andrew gain an insight into how the business works on a day-to-day basis and to understand its strategic priorities, purpose, culture, values and people.

Since joining, Andrew has held a series of meetings including one-to-one sessions with Board colleagues, senior management, business unit and functional heads and has also undertaken visits to key locations in the Group. These visits gave Andrew an opportunity to meet with local management teams and other colleagues and to speak with them first hand and to listen to their views. Following the year end, Andrew has also overseen the 2024 Annual Report and Accounts process to its conclusion and the appointment of additional experienced technical resources and capabilities into the finance function.

Succession Planning

The Board plans for its own succession, with the support of the Committee. The Committee remains focused, on behalf of the Board, on succession planning for both Executive and Non-Executive Directors.

The Committee aims to ensure that:

- the succession pipeline for senior executive and business critical roles in the organisation is strong and diverse;
- processes are in place to identify potential successors and manage succession actively;
- there is a structured approach to developing and preparing possible successors; and
- processes are in place to identify "at risk" posts.

In order to ensure that there are effective succession plans in place for the Group Executive Committee and senior management, the Board has visibility of a wide range of colleagues who have been identified as potential succession candidates in the short, medium and long-term. In light of Patrick McMahon stepping down from his role the Board determined that the appointment of the Chair of the Board as CEO for an expected period of 12-18 months represented the most appropriate move to ensure stability and continuity at the leadership level through the near-term.

Developing C&C's diverse pipeline of internal talent, and the organisation's ability to attract, retain and develop skilled, high potential individuals is a focus of discussion. To that end, individuals identified in the talent pipeline are provided with the opportunity to interact with Board members both informally and through attendance at Board and Committee meetings to present on specialist topics. This not only provides valuable experience and exposure for those individuals to the Board, but also assists the Board when assessing the strength of succession plans in place and areas of development needed for relevant individuals. In FY2024, a number of Group Executive Committee members and senior management were invited to present to the Board and its Committees on topics pertaining to C&C's strategic priorities, financials and ESG. Opportunities for interactions outside of the Board meeting calendar were also pursued and developed. This will continue to be an area of focus during FY2025 and beyond.

Nomination Committee Report
(continued)

Separately, on at least an annual basis, each Director's intentions are discussed regarding continued service on the Board and their succession is considered in the context of the composition of the overall Board and the corporate governance guidance on Non-Executive tenure. This transparency allows for an open discussion about succession for each individual, both for short term emergency absences as well as longer term plans.

As in previous years, we conducted an analysis of the balance of experience, skills, gender and diversity on the Board as a whole, taking account of the future needs of the business in the light of the business strategy, the Board changes set out above, and the knowledge, experience, length of service and performance of the Directors, including their ability to continue to contribute effectively to the Board. In accordance with our policy, we also had regard to the requirement to achieve a diversity of characters, backgrounds, experience and gender amongst Board members. The Board skills matrix can be found on page 135.

Board Induction

When a new Board member joins the Company, they receive a formal, comprehensive and tailored induction designed to suit their individual needs and their role. The induction programme includes activities and meetings with key members of the senior management team, technical meetings and site visits. This is an effective way of introducing them to the Group's culture and of ensuring that they have the information and support they need to understand the business and to enable them to be productive in their role.

Following their appointments, Angela, Sarah, Andrew and I, each completed an extensive induction programme, designed to help us understand the role and responsibilities of a Director at C&C, enabling us to provide an effective and constructive challenge to the Board and develop a thorough understanding of the C&C business.

Diversity

As a people focused business, our strength comes from an inclusive and welcoming environment, where we recognise that the experiences and perspectives which make us unique come together in our shared values and vision. We strongly believe that the more our colleagues reflect the diversity of our clients and consumers, the better equipped we are to service their needs.

In FY2024, the Board adopted a Board Diversity Policy. The Board Diversity Policy applies to the Board and its Committees and acknowledges the importance of diversity in its broadest sense as a key element of Board effectiveness, it can be found on our website at candcgroupplc.com/policies-and-terms/corporate-governance-documents/.

The purpose of the Board Diversity Policy is to set out the approach to diversity for the Board itself and for its Committees with the intention of supporting the succession planning work of the Committee in creating and maintaining the appropriate Board and Committee composition. The Board and senior management believe diversity is key to providing the right blend of perspectives and insights required to meet our purpose and strategy.

Board Diversity Policy Measurable Targets as at 29 February 2024

Board Diversity Policy Measurable Targets	Target Achieved
At least 40% of the Board are women.	**Yes** As at 29 February 2024, four out of nine Directors (44%) are women.
The Board should have female representation across at least one of the roles of Chair, Senior Independent Director, Chief Executive Officer and Chief Financial Officer.	**Yes** One position is held by a woman (SID).
The Board should have at least one person from an ethnic minority background.	**Yes** As at 29 February 2024, one out of nine Directors (11%) is from a minority ethnic background.
The Board should consider candidates for appointments as Non-Executive Directors from a wider pool, including those with little or no previous FTSE Board experience.	**Yes** One Non-Executive Director was appointed with no previous FTSE Board experience.
Engage only Executive search firms who understand C&C's values and approach to diversity and are best placed to deliver a diverse pool of candidates that are aligned with our strategy. This will be achieved by engaging only with firms that have signed up to the Voluntary Code of Conduct and Enhanced Voluntary Code of Conduct.	**Yes** The Board engaged with Odgers Berndtson, Warren & Partners and Spencer Stuart.

In line with new Listing Rule disclosure requirements, more detailed information relating to the gender and ethnic diversity of C&C Group's Board and Group Executive Committee members can be found in the table below. The data is provided in the form specified under Listing Rule 9.8.6I(10) and was collected directly from the individuals concerned in line with our Data Protection Policy and approval was given for it to be published in the Annual Report.

In line with Listing Rule 9.8.6(10), as at the reference date of 29 February 2024, the composition of the Board and Executive Management was as follows.

Gender Identity / Sex of Board and Group Executive members as at the reference date of 29 February 2024

	Number of Board Members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in Executive Management	Percentage of Executive Management
Men	5	56%	3	5	100%
Women	4	44%	1	-	-
Not Specified/ Preferred not to say	-	-	-	-	-

Ethnic Background of Board and Group Executive Committee members as at the reference date of 29 February 2024

	Number of Board Members	Percentage of the Board	Number of senior positions on the Board (CEO, CFO, SID and Chair)	Number in Executive Management	Percentage of Executive Management
White British or other White (including minority-white groups)	8	89%	4	5	100%
Mixed/Multiple Ethnic Groups	-	-	-	-	-
Asian/Asian British	1	11%	-	-	-
Black/African/Caribbean/Black British	-	-	-	-	-
Other ethnic group, including Arab	-	-	-	-	-
Not Specified/ Preferred not to say	-	-	-	-	-

As at 29 February 2024, the Board complied with the aforementioned Listing Rule, the FTSE for Women Review and met the Parker Review recommendations, as it has done since 2021. In addition, three of the Board Committees now comprise 50% female Board Directors and the position of Chair of each of the Remuneration, Nomination and ESG Committee is held by a woman.

As at the date of this Report we have also improved the gender diversity balance across the Group Executive Committee, having recently appointed women to the roles of Chief Marketing Officer, Chief People Officer and Chief Technology Officer.

The Board leads in fostering a healthy and supportive corporate culture by setting the tone from the top. The Board Diversity Policy sits alongside the C&C Group wide Diversity, Inclusion and Wellbeing Policy, Code of Conduct, and associated policies, which set out our broader commitment to DE&I.

We aim to ensure our inclusivity applies to all aspects of their careers, including recruitment, selection, benefits and opportunities for training and promotion. Our vision is to be an employer of choice, with a rich and diverse mix of people who reflect the societies and communities in which we work and operate. C&C is a great place to work and our policy reinforces our commitment to equity, diversity and inclusion and to having a truly representative workforce where every member feels respected, valued and able to be their best. We want to ensure that equity, diversity and inclusion is a core part of how we operate, it's embedded in our culture, and reflected in our people and their behaviours.

Diversity across the wider workforce

In FY2023 we established Employee Resource Groups ('ERGs'), the DE&I ERG is one of a number of intended concrete and meaningful steps to reinforce our commitment to diversity and inclusion. The DE&I, ERG consists of employees from across the Group and it met regularly during FY2024, gave a presentation to the Group Executive Committee on progress to-date and engaged with our employees to mark cultural and diversity related events during the year. The work of the DE&I ERG is reported to the ESG Board Committee.

We are committed to:-

- Reviewing and adapting our policies and procedures to ensure workforce diversity and equal opportunities;
- Implementing initiatives that drive an inclusive culture where all employees feel accepted and valued;
- Promoting a more inclusive environment, which attracts all candidates and signals our commitment to celebrate and promote diversity;
- Taking an inclusive approach to ensure we attract a diverse pool of talent and experience;
- The use of clear statements which promote equality and inclusion within the recruitment process;
- Training our managers and wider teams to increase cultural diversity, awareness, knowledge and skills;
- Encouraging our people to share their experiences and help each other to understand more about what diversity and inclusion means; and

Nomination Committee Report
(continued)

- Authentically telling our diversity and inclusion story and celebrating our approach, both inside and outside our organisation.

Statistical gender diversity employment data for the Company as at 29 February 2024 and 28 February 2023 is as follows:

29 Feb 2024	Male Number/ Percentage	Female Number/ Percentage
Directors	**5/56%**	**4/44%**
Senior Managers	**34/67%**	**16/33%**
Other employees	**2,169/75%**	**715/25%**

28 Feb 2023	Male Number/ Percentage	Female Number/ Percentage
Directors	7/78%	2/22%
Senior Managers	58/64%	32/36%
Other employees	1,913/75%	647/25%

We support the objectives of the FTSE Women Leaders Review and the Parker Review, to increase representation of women and people from an ethnic minority on Boards and in senior management. We are pleased to have met these targets in relation to our Board composition. We are now working to determine an appropriate target for the percentage of senior management who self-identify as being in an ethnic minority. We want to ensure that the target we set, appropriately reflects the diversity of the countries our senior management work in and that we have robust and accurate data with which to monitor our progress against these targets, whilst respecting our colleagues right to privacy and freedom of expression.

Re-appointment of Directors

The Committee considers the selection and reappointment of Directors carefully before making a recommendation to the Board. The Board is conscious of the length of tenure of Non-Executive Directors when formulating its succession planning process. Non-Executive Directors and the Chair are generally appointed for a period of three years, which may be renewed for a further two terms. Notwithstanding the appointment of three years, in line with good governance practice, all Directors are put forward for re-election by Shareholders annually at the AGM providing Shareholders with the opportunity to express their confidence and support for the Board as a whole and each Director individually.

Balance of Skills and Effectiveness of the Board

During the year, the Committee also considered the composition of the Board and each of its Committees'. The Committee continues to actively review the long-term succession planning process for Directors to ensure the structure, size and composition (including the balance of skills, experience, independence, knowledge and diversity (including gender, ethnic and social backgrounds)) of the Board and its Committees continues to be effective, promoting the Group's ability to deliver its strategy and long-term success. You can find the details on the Board skills matrix on page 135.

The Committee is satisfied that the Board has the appropriate balance of relevant skills, experience, independence and knowledge of the Group to enable it to discharge its duties to lead and steward the business.

Directors' Time Commitments

In line with its Terms of Reference, the Committee performs an annual review of the time required from the Chair, Senior Independent Director and Non-Executive Directors to perform their duties. As part of this process, the Committee reflects on a Director's attendance at scheduled meetings and their availability at other times during the year. In the year under review, the Directors were available, often at short notice and outside regular working hours, to discuss matters that required a prompt decision.

During this process it was agreed that in light of Vineet's other Executive role, he would step down as Chair of the ESG Committee on 22 May 2024. but would remain a member of the ESG and Remuneration Committees. As recommended by the Nomination Committee, the Board appointed Sarah Newbitt as Chair of the ESG Committee with effect from 22 May 2024. The Nomination Committee was satisfied that I was also able to devote sufficient time to my role as Chair of Nomination, Senior Independent Director and Employee Engagement Non-Executive Director notwithstanding my other external commitments.

The Committee is also satisfied that each Director continues to be able to devote sufficient time to their role.

Performance Review of the Committee and the Board

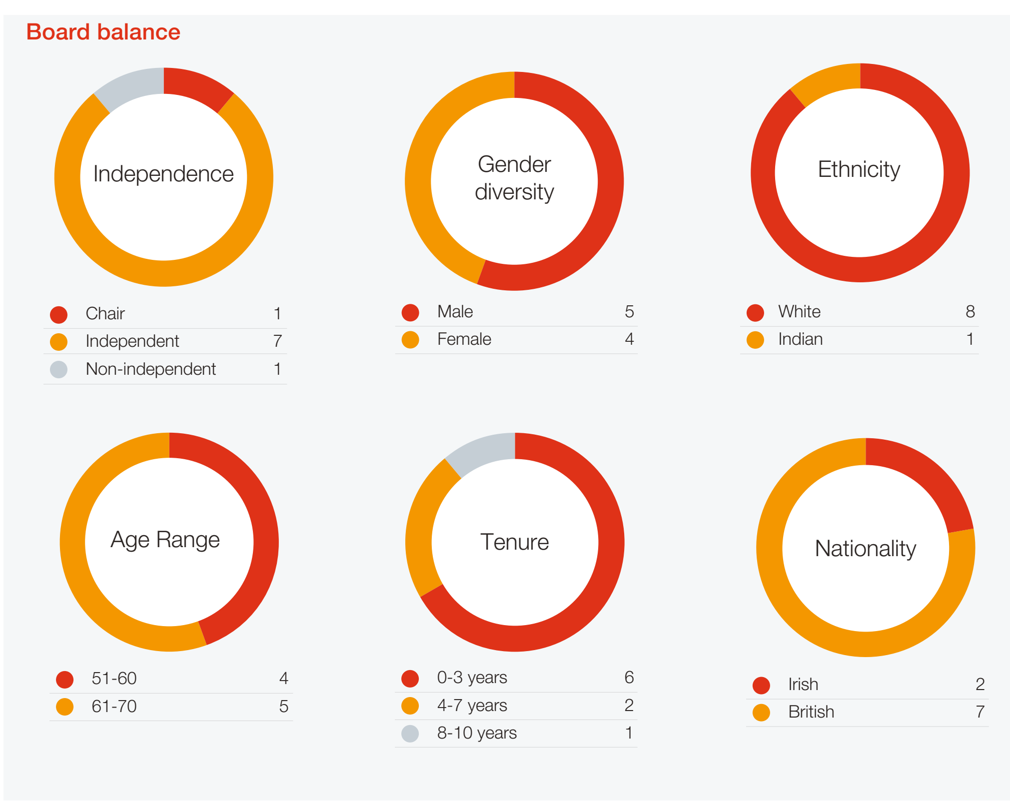
The Board is committed to transparency and conducts a formal and rigorous evaluation of its performance including the performance of its Committees', individual Directors and the Chair annually. In accordance with the provisions of the UK Corporate Governance Code 2018, the Board also conducts an externally facilitated evaluation at least once every three years. This year the performance review was internally facilitated. The Committee's last external performance review was conducted in FY2023. The Committee discusses the outcome of the review of its effectiveness annually.

For further information on the Performance Review of the Board, its Committees and individual Directors, including details of the performance review process, outcome and next steps, please refer to pages 105 and 106.

Find out more
The full responsibilities of the Committee are set out in its Terms of Reference, which are available on our website candcgroupplc.com/corporate-governance/terms-of-reference.

Diverse and Effective Board

The Board as at 27 June 2024, comprises nine Directors, with a broad and complementary range of technical skills, educational and professional experience, nationalities, personalities, cultures and perspectives to support the long-term success.



Board Skills Matrix

Director	Independence	Governance	Core Industry	Finance / Audit & Risk	Manufacturing / Supply Chain	Communications / Marketing / Customer Service / Brands	Strategy	UK & Ireland Pubs Experience	M&A / Capital Markets	Digital / Technology AI	Sustainability / ESG	People Process and Culture Transformation	H&S	Technical / Engineering
Ralph Findlay		•	•	•	•		•	•	•			•		
Andrew Andrea		•	•	•	•	•		•	•		•	•	•	
Vineet Bhalla	•				•					•	•	•		
Angela Bromfield	•	•				•	•				•	•		•
Chris Browne	•	•			•	•	•				•	•	•	
Jill Caseberry	•	•	•		•	•		•				•		
Vincent Crowley	•	•	•	•					•					
John Gibney	•	•		•	•	•		•	•			•	•	
Sarah Newbitt	•				•	•			•		•	•	•	•

Directors' Remuneration Committee Report

Membership and Attendance

The following Non-Executive Directors served on the Remuneration Committee during the year:

Member	Member since	Number of meetings attended
Angela Bromfield (Chair)	13 July 2023	4/4
Vineet Bhalla	27 October 2021	6/6
Jill Caseberry	1 March 2019	6/6
John Gibney	6 December 2023	1/1
Helen Pitcher[1]	1 March 2019	2/2

1. Helen Pitcher was Chair of the Committee until she stepped down from the Board following the conclusion of the AGM on 13 July 2023.

Dear Shareholder,

On behalf of the Board, the Directors' Remuneration Committee Report for the year ended 29 February 2024, my first report as Chair of the Committee following my appointment in July 2023, is set out below.

Business Performance FY2024

The Group's overall performance in FY2024 is described in the Strategic Report on pages 2 to 89.

Board changes

Patrick McMahon was appointed CEO with effect from 19 May 2023, at which point his salary was increased to €675,000. Patrick's salary was set c.7% below his predecessor's. This reflected that notwithstanding Patrick's significant experience, skillset and knowledge of the business, this was his first CEO role. Details of his remuneration earned in respect of FY2024 are included in the table on page 137. Patrick's salary was increased by 4% for FY2025, an increase in line with the majority of colleagues.

As detailed on page 127, on 6 June 2024 Patrick McMahon stepped down as the CEO and from the Board with immediate effect. Patrick's remuneration and severance terms are in line with his service agreement and the Directors' Remuneration Policy approved by Shareholders at the AGM in July 2021. Further details will be disclosed in the FY2025 Remuneration Report.

Ralph Findlay was appointed Executive Chair on 19 May 2023 to support the management transition as Patrick retained his responsibilities as CFO until a new CFO was appointed. Ralph was paid a fee of €660,000 for this role. As detailed on page 127, Ralph Findlay was subsequently appointed CEO with effect from 6 June 2024 in addition to his role as Chair of the Board at which point his salary was increased to €702,000 in line with that paid to Patrick. This salary remains below that of Patrick's predecessor as CEO. Upon the appointment of a new CEO, Ralph will revert to his position as Non-Executive Chair of the Board.

Andrew Andrea was appointed as CFO on 1 March 2024. We are delighted to have been able to appoint someone of Andrew's calibre who brings a rare depth of experience in our industry along with invaluable expertise and insight. Andrew was appointed on a salary of £400,000 (c. €461,000 using an FX rate of 0.8675 being the closing rate on 29 Feb 2024). Further details of his remuneration package are summarised in the table overleaf. The package is in line with the current and new Remuneration Policies and takes into account his significant experience. There was no additional buy-out award in respect of forfeited remuneration in relation to Andrew's recruitment.

Executive remuneration outcomes FY2024

The FY2024 remuneration outcomes for the Executive Directors are set out in the table overleaf. In considering the outturns in respect of the FY2024 bonus and the vesting of the Long Term Incentive Plan (LTIP) awards granted in FY2022, in line with our usual practice we considered not just the extent to which the targets had been achieved on a formulaic basis, but also the overall experience of our stakeholders. The annual bonus plan for FY2024 was based on two financial performance measures: Group Operating Profit ('GOP') (65% of the opportunity); and Free Cash Flow Conversion ('FCF') (35% of the opportunity). On target performance for the Group Operating Profit target was set at €61m after taking into account the one-off impact of the ERP system disruption in FY2024. This was to ensure that we retained colleagues and that they were incentivised to achieve appropriately stretching targets during FY2024. In determining the final outturn under the annual bonus, the Committee was mindful of the experience of a range of stakeholders. Despite the strength of Cash Flow Conversion performance in FY2024, the Committee considered it appropriate to exercise discretion to adjust the formulaic outcome of the bonus from 62% of maximum to 0%.

In the FY2022 report, we explained that the performance measures and targets for the FY2022 LTIP awards (granted in June 2021) were determined having regard to the uncertain and unprecedented economic environment associated with COVID-19, its already significant and disproportionate impact on the business and the industry compared to the broader economy and the associated forward looking continued potential for disruption. As set out on page 154, the awards will vest at 55% of maximum. Reflecting that Patrick McMahon was employed throughout the three-year performance period, he will retain his FY2022 LTIP award, which will remain subject to a two-year holding period post-vesting and will be subject to standard malus and clawback terms as described in the Report. The vesting level reflects the strong performance in respect of cash, along with our delivery against our environmental targets. The threshold target under the EPS measure was not achieved, in part reflecting the challenging macro-economic backdrop over the performance period as a whole. The prior year accounting adjustments discussed on page 56, have not impacted vesting under the FY2022 LTIP awards.

The Committee has considered the outturns against the targets set for the FY2022 LTIP awards and believe these to be appropriate in light of overall performance and Shareholder experience over the relevant performance period.

	Performance Measures	Out-turn
Annual Bonus (opportunity of up to 125% of salary)	The annual bonus plan for FY2024 was based on two financial performance measures: • Group Operating Profit ('GOP') (65% of the opportunity); and • Free Cash Flow Conversion ('FCF') (35% of the opportunity). Details of the bonus targets are set out on page 154.	Actual performance, as detailed on page 154 was: • GOP: €60m • FCF: 91% Notwithstanding this performance, the Committee exercised its discretion to adjust the formulaic outcome of the bonus, resulting in Patrick McMahon earning no bonus.
LTIP awards vesting in respect of performance in FY2024 (granted at 150% of salary)	The LTIP awards granted to Executive Directors in FY2022 were based on three performance measures: • Earnings Per Share ('EPS') (45% of the awards); • Free Cash Flow Conversion ('FCF') (35% of the awards); and • Environmental target (20% of the awards). Details of the FY2022 LTIP targets are set out on page 154.	Actual performance against the targets set is described on page 154. In summary: • EPS: The threshold level of performance was not achieved and this part of the awards has lapsed. • FCF: The maximum level of performance was achieved and this part of the awards has vested in full. • Environmental target: The maximum level of performance was achieved and this part of the awards has vested in full. Therefore, in aggregate, the awards will vest at 55% of the maximum. The vested awards are subject to a two-year holding period following vesting.

Information in relation to the remuneration arrangements associated with David Forde and Patrick McMahon leaving the business are described on page 155, with all the arrangements in line with the Policy and their respective service agreements.

The Committee has also considered the impact of the prior year accounting adjustments discussed on page 56 on the variable pay awarded in respect of FY2021, FY2022 and FY2023 which did not impact the vesting.

Directors' Remuneration Committee Report (continued)

Our new Directors' Remuneration Policy

C&C is incorporated in Ireland and is, therefore, not subject to the UK company law requirement to submit its Directors' Remuneration Policy to a binding Shareholder vote. Our current Policy was approved by Shareholders on an advisory basis at the 2021 AGM, with a vote in favour of over 90%. In line with our previous practice and the typical three-year period that applies to UK incorporated companies, at the 2024 AGM we will be putting our new Policy to Shareholders for an advisory vote. I have described our approach to the new Policy below.

During the course of FY2024, the Committee reviewed the Policy approved in 2021, which had introduced a number of best practice features such as aligning Executive Director pension / cash in lieu of pension with the rate available for the wider workforce, introducing a post-employment shareholding policy and enhanced malus and clawback provisions. The conclusion of that review was that the Policy approved in 2021 remains largely fit-for-purpose. Therefore, and having explored alternative incentive mechanisms, our new Policy includes only a small number of changes that the Committee believes are important to simplify the Policy and ensure we can offer appropriate remuneration to our Executive Directors over the new Policy's three-year life.

During the second half of FY2024 we consulted with our largest Shareholders in relation to our proposed approach to the Policy. We were pleased that the feedback from the consultation was positive. Feedback provided by Shareholders was valuable to us in finalising our proposals, and the approach set out in this report takes that feedback into account. Specifically, our approach to bonus deferral represents a strengthening of the deferral arrangements when compared to our original proposal. We confirmed to Shareholders (and have committed in the new Policy) that the additional incentive headroom which I describe below will not be applied for FY2025. If we were to use any of that headroom in the future, we would engage with Shareholders before doing so and would not expect to increase both the annual bonus and LTIP opportunities at the same time.

Business context for our Policy review

The Committee's review of the Policy approved in 2021 was undertaken in the context of the following factors.

- The reinstatement of the dividend and the announcement in October 2023 of our intention to distribute up to €150m to Shareholders over the next three fiscal years, through dividends and other capital returns as deemed appropriate at the time, while maintaining leverage target of 1.5x to 2.0x. We commenced our share buyback programme on 1 March 2024.
- The drive to deliver the Group's strategy and continued focus on building C&C as the premium drinks and distribution business in the UK and Irish markets. The Group's iconic brands and market-leading distribution capability provide unique opportunities for the business to generate value for all stakeholders.
- The need to ensure that our remuneration arrangements are competitive. The Committee is cognisant of the fact that the lack of pay-out on our incentives over multiple years presents challenges when attracting and retaining talent.
- Remuneration and reward across the organisation. Our aim is to provide remuneration that motivates and rewards our people without encouraging excessive risk taking, with incentives aligned to strategy that encourage enhanced and sustainable performance.
- Market practice and Shareholder expectations for a UK listed company, reflecting that C&C is a FTSE250 company, headquartered in Dublin and listed on the London Stock Exchange.

Remuneration Policy

Our approach to the new Policy is summarised below. Later in this letter I have included information on how the Policy will be applied in FY2025.

Structure	No changes. Annual bonus plus performance based long term incentive structure retained.
Incentive quantum	The Policy approved in 2021 allows for a maximum bonus opportunity of 125% of salary and a maximum LTIP award of 150% of salary. Taking the market competitiveness of the overall packages into account and our strategy, the headroom in the new Policy is increased to 150% of salary for the bonus and 200% of salary for the LTIP. However, no changes will be made to the maximum incentive opportunities for the Executive Directors for FY2025. Any future increases would be subject to progress on the delivery of results to Shareholders. Any increase in quantum would be accompanied by a review of the level of stretch in the targets.
Performance measures	The new Policy retains flexibility to set bonus measures and targets annually reflecting C&C's strategy and alignment with key financial, operational, strategic and/or individual objectives. At least 75% of the LTIP will continue to be subject to performance measures based on financial measures and/or total Shareholder return. The measures for FY2025 are described below, with more information on the LTIP targets set out on page 145.
Principle-based approach to shareholding guidelines and bonus deferral	Under the Policy approved in 2021, for Executive Directors up to 50% of any bonus earned is ordinarily paid in cash with the remainder deferred into shares for three years. In our sector, the level of deferral is typically between 25% and 33% of the bonus earned and there is mixed practice on the deferral period. In a number of our sector peers the deferral period is two years. Taking a principle-based approach to ensuring the new Policy supports the attraction (and retention) of high-quality talent, whilst ensuring that Executive Directors' interests are aligned with those of Shareholders, under the new Policy deferral is linked to the meeting the shareholding guideline (equal to 200% of the Executive Director's salary): • Until half of the in-service shareholding guideline is met, the deferral requirement remains at 50% of any bonus earned. Deferral will continue to be for a period of three years. • Once half the in-service shareholding guideline is met (100% of salary), the level of bonus deferred will reduce to 25% of any bonus earned. This 25% deferral will continue after the in-service shareholding guideline is met in full. Deferral will continue to be for a period of three years. We believe this is a proportionate and principle-based approach that will provide C&C with a competitive edge to attracting and retaining executive talent whilst still having a clear emphasis on Shareholder alignment across the arrangements as a whole. This also reflects that C&C already operates a number of best practice features that enhance Shareholder alignment. This includes in-employment and post-employment shareholding guidelines and an LTIP with an overall time horizon of five years.
Other changes	Other minor changes have been made to take account of the practical operation of the new Policy and changes in practice since the Policy was approved in 2021.

Application of the new Policy for FY2025, including the wider workforce context

The key principles of our approach to the FY2025 salary review for the general workforce are (i) to put in place meaningful salary increases for all colleagues in the context of continued cost of living challenges; and (ii) to allocate a portion of the budget to focus increases on colleagues whose salaries are positioned at the lower end of the market. For FY2025, the majority of colleagues received a base salary increase of 4%, with a small but significant number of colleagues receiving a larger increase where considered appropriate to better align with the market as we begin a programme of implementation of our Reward Policy to support the delivery of the strategy.

Directors' Remuneration Committee Report
(continued)

Our approach to the implementation of the new Policy in FY2025 is set out on pages 143 to 147 and summarised below.

	CEO Patrick McMahon up to 5 June 2024 and Ralph Findlay with effect from 6 June 2024	CFO Andrew Andrea with effect from 1 March 2024
Base salary	€702k (a 4% increase to Patrick McMahon's salary in line with the majority of colleagues).	£400k (c.€461k) (taking into account the market benchmarks and his experience).
Pension	Pension allowance of 5% of salary in line with the contribution available for the Group's employees.	
Benefit Allowance	Benefit allowance of 7.5% of salary.	
Maximum annual bonus	Maximum annual bonus opportunity of 125% of salary, with up to 50% of the bonus earned deferred into shares for three years, depending on the extent to which the shareholding guideline has been met in line with the new Policy. Performance targets will be based on: • Operating profit, with a 65% weighting; • Free Cash Flow, with a 20% weighting; and • Progress against our Health & Safety priorities for the Group, with a 15% weighting. For Patrick McMahon, Ralph Findlay and Andrew Andrea, the FY2025 annual bonus will be pro-rated for time in active employment in the year. Ralph Findlay will not receive a bonus for the period prior to his appointment as CEO on 6 June 2024.	
Maximum LTIP	Maximum LTIP opportunity of 150% of salary for the CFO. Neither Patrick McMahon nor Ralph Findlay will receive an LTIP award for FY2025. Performance targets will be consistent with those for the FY2024 grant and based on: • EPS, with a 45% weighting; • Relative TSR, with a 35% weighting; and • Environmental targets, with a 20% weighting. Details of the anticipated targets are set out below.	

Measure	Weighting	Targets
EPS[1]	45%	Threshold (25% vesting): 15.2c Maximum: 16.4c
Relative TSR	35%	Threshold (25% vesting): The Company's TSR performance over the performance period[2] is at the median of the comparator group[3] Maximum: The Company's TSR performance over the performance period[2] is at the upper quartile of the comparator group[3]
Environmental	20%	The Company has set a target to reduce its Scope 1 and Scope 2 emissions over the next three financial years ending FY2027. Threshold - 6% reduction Maximum - 12% reduction

1. EPS will be measured excluding the impact of share buy backs.
2. The performance period for the relative TSR measure will be the three financial years FY2025, FY2026 and FY2027, with TSR performance assessed by reference to a three-month average TSR measurement before the start of the performance period and at the end of the performance period.
3. The comparator group for the relative TSR measure will be Domino's Pizza Group, JD Wetherspoon, Mitchells & Butlers, SSP, Fullers, Gym Group, Hollywood Bowl, Marston's, Britvic, Cranswick, Hilton Food Group, Premier Foods, Tate & Lyle, AG Barr, Bakkavor, Greencore and FeverTree.

Chair and Non-Executive Directors

For FY2025, the Chair's fee has been increased to €260,000, a 4% increase, in line with the salary increase awarded to the majority of colleagues. However, Ralph Findlay will not receive this fee in respect of his role as Chair of the Board in addition to his base salary as CEO. There have been no increases to either the base fees or the fees for additional duties for the Non-Executive Directors other than the Chair of the Nomination Committee. This will only be payable where the Nomination Committee is not chaired by the Chair of the Board.

Membership of the Committee

John Gibney joined the Remuneration Committee on 6 December 2023. John has extensive industry experience and a deep understanding of the beverage and hospitality sector and chairs the Audit Committee. His experience is welcomed.

LTIP rules renewal

To coincide with the renewal of the Policy we will be seeking Shareholder approval for a new LTIP at the 2024 AGM, reflecting that our current LTIP rules were adopted in 2015 and expire, for the purposes of new grants, in 2025. The new rules reflect the new Policy and typical practice. A summary of the principal terms of the new rules is included in the Notice of AGM.

Conclusion

We greatly appreciate the feedback and the level of support we have received from our Shareholders regarding our approach to remuneration and the changes outlined above, which have been valuable to us finalising our approach. We are firmly of the view they are in the best interests of the business and its Shareholders.

I hope that Shareholders will agree that our decisions in respect of FY2024, our approach to the new Policy, and our proposed implementation of the new Policy in FY2025 demonstrate our continuing reasonable and balanced approach to remuneration. I hope that you will support the resolutions to approve the new Policy, the Directors' Remuneration Report and the new LTIP at the AGM, where I will be available to answer any questions you may have or via the email that we have for engagement with our Shareholders at AGM2024@candcgroup.com.

Angela Bromfield
Chair of the Remuneration Committee

FY2024 Remuneration at a glance – how the Policy was implemented in FY2024

Remuneration Outcomes for FY2024

Element	Patrick McMahon
Base salary	€675,000*
Pension (% of base salary)	5%
Benefits (% of base salary)	7.5%
Annual Bonus earned (% of max)	0%
LTIP vesting (% of max)	55%

* The base salary is that applying with effect from 19 May 2023 on his appointment as CEO.

Long-Term Incentives Awarded in FY2024

In June 2023, Patrick McMahon was granted an award under the LTIP at 150% of salary. Recognising his contribution to C&C over many years, the Committee exercised discretion to allow Patrick to retain the LTIP award granted to him in respect of FY2024 which will vest following the assessment of the performance conditions following the end of FY2026 and be subject to a reduction to reflect his period of service. The performance conditions to which the award is subject are as set out below. To the extent the award vests, subject to standard malus and clawback terms as described in the Report, it will be subject to a two-year holding period post-vesting.

Weighting	Measure	Further details
45%	Earnings per share[1]	Threshold (25% vesting) – 15.2c Maximum – 16.0c
35%	Relative TSR	Threshold (25% vesting) - Median of the comparator group[2] Maximum – Upper quartile of the comparator group[2]
20%	Environmental target	To reduce Scope 1 emissions and Scope 2 emissions[3] over the three financial years ending with FY2026 as follows: • Threshold (25% vesting) – 6% reduction • Maximum – 12% reduction

1. Measured in the final year of the three-year performance period (i.e. end of FY2026)
2. The comparator group for the relative TSR measure is Domino's Pizza Group, JD Wetherspoon, Mitchells & Butlers, SSP, Fullers, Gym Group, Hollywood Bowl, Marston's, Restaurant Group, Ten Entertainment Group, Britvic, Cranswick, Hilton Food Group, Premier Foods, Tate & Lyle, AG Barr, Bakkavor, Greencore and FeverTree
3. Scope 1 – direct emissions from owned or controlled sources, which includes emissions from company-owned or operated facilities and vehicles. Scope 2 – Indirect emissions from the generation of purchased energy e.g. electricity, steam, heat and cooling

Governance

The Committee has defined Terms of Reference which can be found on our website at (candcgroup.com/terms-of-reference) and which we reviewed during FY2024. A copy may be obtained from the Company Secretary.

Directors' Remuneration Committee Report (continued)

Remuneration Committee Membership and Meeting Attendance

All members of the Committee are and were considered by the Board to be independent.

The quorum necessary for the transaction of business is two, each of whom must be a Non-Executive Director. Only members of the Committee have the right to attend committee meetings. However, during the year, Board members, Group Director of Human Resources, Head of Reward, Deputy Company Secretary, along with representatives from Deloitte, our remuneration advisers, were invited to attend meetings (although never during the discussion of any item affecting their own remuneration or employment).

The Company Secretary and Group General Counsel is Secretary to the Committee.

FY2024 Key activities

- Agreed remuneration arrangements in relation to the changes to the Board during the year. This included the remuneration package for Patrick McMahon on his taking on the role of CEO, the remuneration arrangements for Ralph Findlay in connection with his taking on the role of Executive Chair, the terms of David Forde's departure and the remuneration package applying to Andrew Andrea on his appointment as CFO with effect from the start of FY2025.
- Agreed the remuneration packages for a number of roles in the restructured Group Executive Committee, below Board.
- Undertook a comprehensive review of the Remuneration Policy including engagement with Shareholders in readiness for the Policy to be put to Shareholders for approval at the Company's 2024 AGM.
- As part of the Policy review the Committee also reviewed a revised set of Reward Principles which will apply to the rest of the workforce and will support the implementation of the strategy.
- Approval of the FY2024 bonus and LTIP measures and targets, taking into account external expectation and market uncertainty.
- As part of the externally facilitated Board effectiveness review, we undertook a review of the Committee's effectiveness. The areas for development were built into the Committee's forward agenda.
- Agreed that the FY2025 salary review for Patrick McMahon would be in line with that of the general workforce.
- Agreed the incentive plan targets for FY2025, continuing to use the same robust financial and non-financial measures designed to align with the strategic objectives and stakeholder interests.

External Advisers

The Committee seeks and considers advice from independent remuneration advisers where appropriate. During the year ended 29 February 2024, the Committee obtained advice from Deloitte LLP. Deloitte's fees for this advice amounted to £41,675 (excluding VAT) charged on a time or fixed fee basis. Deloitte is one of the founding members of the Remuneration Consultants' Group and adheres to that Group's Code of Conduct in its dealings. The Committee is satisfied that the advice provided by Deloitte is objective and independent. The Committee is comfortable that the Deloitte engagement team who provide remuneration advice to the Committee do not have connections with the Company that may impair their independence.

Directors' Remuneration Policy

The current Directors' Remuneration Policy applied from the date of the 2021 AGM (the 2021 Policy). In line with typical UK practice, we are seeking approval for a new Remuneration Policy (the 2024 Policy) at the 2024 AGM. The 2024 Policy is set out below. The approach taken by the Remuneration Committee to the determination of the 2024 Policy and the differences between the 2024 Policy and the 2021 Policy are described in the Chair's letter on pages 136 to 141.

When designing the 2024 Policy, having regard to the UK Corporate Governance Code 2018, the Committee has applied the following principles:

- **clarity** – remuneration arrangements will be transparent and promote effective engagement with Shareholders and the workforce;
- **simplicity** – remuneration structures will avoid complexity and their rationale and operation should be easy to understand;
- **risk** – remuneration arrangements will ensure reputational and other risks from excessive rewards, and behavioural risks that can arise from target-based incentive plans, are identified and mitigated;
- **predictability** – the range of possible values of rewards to individuals and other limits or discretions will be identified and explained;
- **proportionality** – the link between individual awards, the delivery of strategy and the long-term performance of the company will be clear; and,
- **alignment to culture** – incentive plans will drive behaviours consistent with company purpose, values and strategy.

The 2024 Policy

If the 2024 Policy is approved at the 2024 AGM, it will apply from that date.

Future Policy Table

Executive Directors

The table below sets out the Company's Remuneration Policy for Executive Directors.

Purpose and link to strategy	Operation	Maximum opportunity	Performance metrics
Salary			
Reflects the individual's role, experience and contribution. Set at levels to attract, recruit and retain Directors of the necessary calibre.	Salaries are set 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; and • overall risk of non-retention. Typically, salaries are reviewed annually, with any changes normally taking effect from 1 March.	Whilst there is no prescribed formulaic maximum, any increases will take into account the outcome of pay reviews for employees as a whole. Larger increases may be awarded where the Committee considers it appropriate to reflect, for example: increases or changes in scope and responsibility; to reflect the Executive Director's development and performance in the role; or alignment to market level. Increases may be implemented over such time period as the Committee determines appropriate.	None.
Benefits/cash allowance in lieu			
Ensures that benefits are sufficient to recruit and retain individuals of the necessary calibre.	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.	There is no prescribed maximum monetary value of benefits. Benefit provision 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.	None.
Pension/cash allowance in lieu			
Contributes towards funding later life cost of living.	Executive Directors may participate in the Company's defined contribution pension scheme or take a cash allowance in lieu of pension entitlement (or a combination thereof).	A contribution and/or cash allowance not exceeding the level available to the majority of the Group's workforce. The Committee retains discretion to determine the approach and calculation of the workforce pension level, including if relevant, taking into account the location of the Executive Director.	None.

Directors' Remuneration Committee Report (continued)

Purpose and link to strategy	Operation	Maximum opportunity	Performance metrics
Annual bonus			
Motivates employees and incentivises delivery of performance targets which support the strategic direction of the Company.	Bonus levels are determined after the year end based on performance against targets set by the Committee. The Committee has discretion to vary the bonus pay out should any formulaic output not reflect the Committee's assessment of overall business performance, or if the Committee considers the pay-out to be inappropriate in the context of other relevant factors including to avoid outcomes which could be seen as contrary to Shareholder expectations. ***Bonus deferral*** The extent of the deferral of bonus will ordinarily depend upon the achievement against the Company's In-Service Shareholding Requirement, as set out below this table. Malus and clawback provisions will apply to the annual bonus. See the 'Malus and clawback' section below for more details.	Maximum opportunity is 150% of base salary (125% in FY2025).	Performance is ordinarily measured over the financial year. The Committee has flexibility to set performance measures and targets annually, reflecting the Company's strategy and aligned with key financial, operational, strategic and/or individual objectives. The majority of the bonus will be based on financial measures, such as profit and cash. The balance of the bonus will be based on financial or strategic targets such as brand equity and our ESG goals (which may include health and safety objectives). In the case of financial measures, up to 20% of the bonus will be earned for threshold performance increasing to up to 50% for on-target performance and 100% for maximum performance. For non-financial measures, the amount of bonus earned will be determined by the Committee between 0% and 100% by reference to its assessment of the extent to which the relevant metric or objective has been met.

Purpose and link to strategy	Operation	Maximum opportunity	Performance metrics
LTIP			
Incentivises Executive Directors to execute the Group's business strategy over the longer term and aligns their interests with those of Shareholders to achieve a sustained increase in Shareholder value.	Awards are made in the form of nil-cost options or conditional share awards, the vesting of which is conditional on the achievement of performance targets (as determined by the Committee). Vested awards must be held for a further two-year period after the end of the performance period before sale of the shares (other than to pay tax). This holding period can be operated on the basis that: • awards vest following the assessment of the applicable performance conditions but will not be released (so that the participant is entitled to acquire shares) until the end of a holding period of two years beginning on the vesting date; or • the participant is entitled to acquire shares following the assessment of the applicable performance conditions but that (other than as regards sales to cover tax liabilities) the award is not released (so that the participant is able to dispose of those shares) until the end of the holding period. The Committee retains discretion to adjust the outturn of an LTIP award, including to override the formulaic outcome of the award, in the event that performance against targets does not properly reflect the underlying performance of the Company, or if the Committee considers the pay-out to be inappropriate in the context of other relevant factors including to avoid outcomes which could be seen as contrary to Shareholder expectations. Additional shares may be delivered in respect of vested LTIP award shares to reflect dividends over the vesting period and, if relevant, the holding period. The number of additional shares may be calculated assuming the reinvestment of dividends on such basis as the Committee determines.	Awards may be made up to 200% of salary in respect of any financial year (150% of salary in respect of FY2025). In exceptional circumstances the maximum award is 300% of salary in respect of any financial year.	Vesting is based on the achievement of challenging performance targets, typically measured over a period of three years. Performance may be assessed against financial measures (including, but not limited to, EPS, cash conversion or other cash based measure) and / or return measures and operational or strategic measures (which may include ESG measures) aligned with the Company's strategy, provided that at least 75% of the award is based on financial and/or return measures. For the achievement of threshold performance against a financial measure, no more than 25% of the award will vest, rising, ordinarily on a straight-line basis, to 100% for maximum performance; below threshold performance, none of the award will vest. For non-financial measures, the amount of the award that vests will be determined by the Committee between 0% and 100% by reference to its assessment of the extent to which the relevant metric or objective has been met.

Directors' Remuneration Committee Report (continued)

Purpose and link to strategy	Operation	Maximum opportunity	Performance metrics
Share-based rewards – all-employee plans			
Align the interests of eligible employees with those of Shareholders through share ownership.	The C&C Profit Sharing Scheme is an all-employee share scheme and has two parts. Part A relates to employees in Ireland 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.	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). Under the Company's UK SIP the maximum values are those permitted by the applicable legislation (£1,800 in respect of partnership shares, £3,600 in respect of matching shares and £3,600 in respect of free shares, or in any case such greater limit as may be specified by the tax legislation from time to time).	No performance conditions would usually be required in tax-advantaged plans.

Bonus Deferral

If an Executive Director has not met at least half the Company's In-Service Shareholding Requirement as determined by the Committee, up to 50% of any bonus earned will ordinarily be paid in cash with the remainder deferred into shares, for up to three years.

If an Executive Director has met as to at least half the Company's In-Service Shareholding Requirement as determined by the Committee, up to 75% of any bonus earned will ordinarily be paid in cash with the remainder deferred into shares, for up to three years.

Additional shares may be delivered in respect of deferred bonus award shares to reflect dividends over the deferral period. The number of additional shares may be calculated assuming the reinvestment of dividends on such basis as the Committee determines.

Shareholding guidelines

To align Executive Directors with Shareholders, the Committee has adopted formal share ownership guidelines, which apply both during and after employment. The Committee retains discretion to vary these provisions in appropriate circumstances.

In-service requirement

Executive Directors are required to build and maintain a personal shareholding of at least two times' 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 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.

Post-employment requirement

The Committee has adopted a post-employment guideline. Shares are subject to this requirement only if they are acquired from LTIP or deferred bonus awards granted after 1 March 2021. For the first year after the Executive Director steps down from the Board they are required to retain such of those shares as have a value equal to the 'in-service' guideline, or their actual shareholding, if lower, and for a further year such of those shares as have a value equal to half of the 'in-service' guideline or their actual shareholding, if lower.

Explanation of performance measures

Performance measures for the LTIP and annual bonus are selected by the Committee to reflect the Company's strategy. The Committee has discretion to set performance measures (and weightings where there is more than one measure) on an annual basis to take account of the prevailing circumstances. Measures and weightings may vary depending upon an Executive Director's area of responsibility.

Targets are set annually by the Committee having regard to the circumstances at the time and taking into account a number of different factors.

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 in appropriate circumstances (such as in the event of a material acquisition or divestment or an unexpected event) if the Committee reasonably considers 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.

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, and LTIP) for the Executive Directors. 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, material corporate failure, significant reputational damage, error in assessing a performance condition or the information or assumptions on which the award vests, 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 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.

Share plans and other incentives

The Committee may operate the Company's share plans in accordance with their terms and exercise any discretions available to them under the plans, including that awards may be adjusted in the event of a variation of capital, demerger, special dividend or other relevant event. Awards may be settled, in whole or in part, in cash, although the Committee would only settle an Executive Director's award in cash in appropriate circumstances, such as where there is a regulatory restriction on the delivery of shares or as regards the tax liability arising in respect of the award.

In the event of a change of control or other relevant event, awards under the share plans will vest to the extent determined in accordance with the rules of the plans, after the exercise, where relevant, of any applicable discretion.

- Unvested LTIP awards will vest taking into account the performance conditions and pro-rating for time, although the Committee has discretion not to apply time pro-rating.
- Vested LTIP awards which are in a holding period will be released to the extent already determined.
- Deferred bonus awards will vest in full.
- Awards under the all-employee plans will vest in accordance with the rules of those plans, which do not provide for any discretionary treatment.

Legacy payments

The Committee reserves the right to make any remuneration payment or any payment for loss of office (including exercise any discretion in respect of any such payment) without the need to consult with Shareholders or seek their approval, notwithstanding that it is not in line with the 2024 Policy, 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 in effect at the time the payment was agreed); 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.

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 for 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.

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 plans.

Executive Directors are incentivised through an annual cash bonus to achieve shorter term objectives and all employees are similarly incentivised. The deferral of bonus for the Executive Directors increases their alignment with the longer-term interests of Shareholders.

Directors' Remuneration Committee Report (continued)

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 to which 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. During FY2024, Patrick McMahon and the Head of Reward presented to the Committee a revised set of Reward Principles for the wider workforce which were developed during the year. These Reward Principles are aligned with the overall aim of building a reward proposition that will support the implementation of the strategy and our reward journey. They are taken into account by the Committee when taking decisions in relation to remuneration for Executive Directors and other members of the Group Executive Committee.

There was no direct consultation with the wider workforce in relation to the new Policy. However, with effect from 6 December 2024, Chris Browne and Sarah Newbitt were appointed Employee Engagement Non-Executive Directors. During the course of FY2025 they will continue to engage with the workforce which will include addressing any broader reward matters raised.

CEO quarterly 'All Colleague' sessions were held during FY2024 hosted by the CEO and Group Executive Committee members and the designated Employee Engagement Non-Executive Directors also attended, with the aim of providing a further opportunity to increase two-way dialogue between the Company and all staff and to allow our Non-Executive Directors to hear directly from colleagues and feed back to the Board.

Remuneration more generally is always a topic for discussion during these sessions and feedback provided was taken into account by the Committee when finalising the 2024 Policy.

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

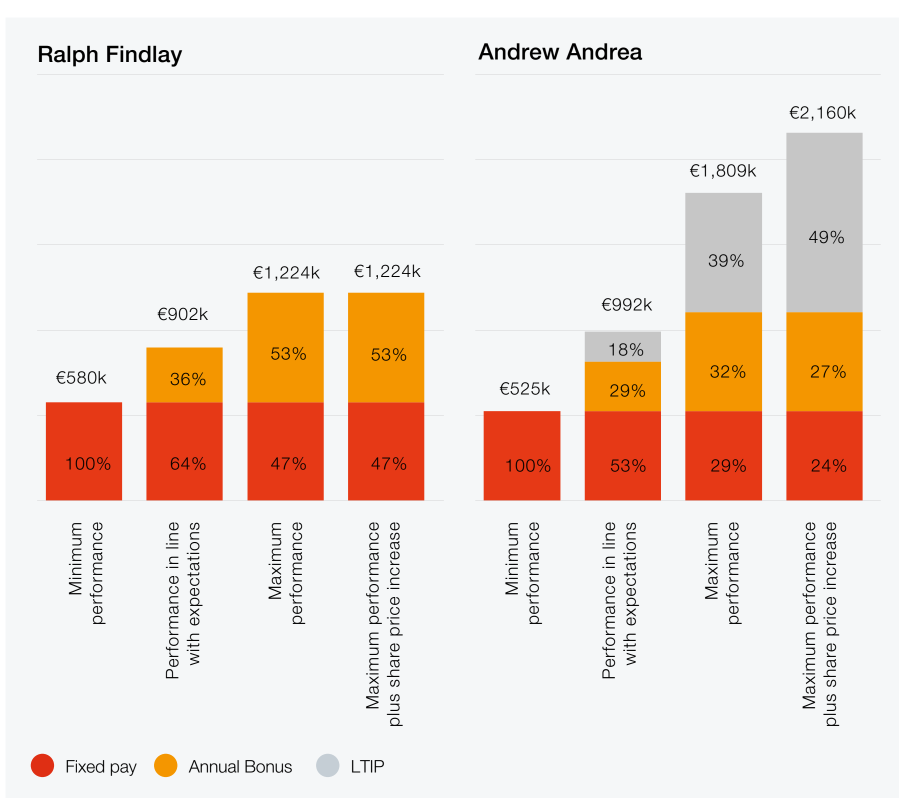
The following charts show the level of remuneration and the relative split of remuneration between fixed pay (base salary, benefits and cash allowance in lieu of pension) and variable pay (annual bonus and LTIP) for each Executive Director on the basis of minimum remuneration, remuneration receivable for performance in line with the Company's expectations, maximum remuneration (not allowing for any share price appreciation) and maximum remuneration assuming a 50% increase in the share price for the purposes of the LTIP element.

Bases and Assumptions

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

- The UK regulations only require these charts to be prepared in respect of an Executive Director, the chart in respect of Ralph Findlay reflects his remuneration for the period from 6 June 2024 to the end of FY2025 only.
- Base salary is the salary as at 1 March 2024 (or 6 June 2024 in the case of Ralph Findlay).
- Benefits at the level of 7.5% of salary (based on salary with effect from 1 March 2024 or 6 June 2024 in the case of Ralph Findlay) reflecting the core benefits for each Executive Director.
- Cash allowance in lieu of pension for Executive Directors at the level of 5% of salary (based on salary with effect from 1 March 2024 or 6 June 2024 in the case of Ralph Findlay).
- An annual bonus opportunity of 125% of salary.
- An LTIP award of 150% of salary for the CFO, Andrew Andrea only.

In the case of Andrew Andrea, the base salary is converted to € using the closing exchange rate at 29 February 2024 of 0.8675, for ease of comparison.



Minimum performance	Performance in line with expectations	Maximum performance	Maximum performance plus share price increase
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).	Fixed elements of remuneration (base salary, benefits allowance and pension allowance).
Annual bonus			
No bonus.	50% of bonus (62.5% of salary) earned for achieving target performance.	100% of bonus (125% of salary) earned for achieving maximum performance.	100% of bonus (125% of salary) earned for achieving maximum performance.
LTIP (for the CFO Andrew Andrea only)			
No vesting.	25% of the award (37.5% of salary) for achieving threshold performance.	150% of salary for achieving maximum performance.	150% of salary for achieving maximum performance plus an assumed 50% increase in the share price giving an overall value of 225% of salary.

Recruitment remuneration policy

When recruiting an 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 Chair 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 their previous employer which the Committee considers it appropriate to offer.

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 employment or engagement. 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; the Committee's intention, however, 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 employee 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 450% of 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 Chair or Non-Executive Director will be in line with the fee policy in place at the time of appointment.

Directors' Remuneration Committee Report
(continued)

Policy on payment for loss of office

Executive Directors

Service Contracts
Details of the service contracts of the Executive Directors are as follows:

Name	Contract date	Notice period	Unexpired term of contract
Ralph Findlay (Chief Executive Officer)	6 June 2024	3 months	n/a
Andrew Andrea (Chief Financial Officer)	1 March 2024	12 months	n/a

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.
Termination payment/ payment in lieu of notice	The Company has retained the right to make payment to the Executive Director of up to 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, such that a bonus would be paid only in circumstances the Committee considers amount to 'good leaver' circumstances. in such circumstances, a departing Director may be eligible, 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 **Unvested awards**	'Good leavers' typically include leavers due to death, injury, ill-health, disability, redundancy and retirement with the consent of the Company or business disposal or any other reason as determined by the Committee. The provisions for 'good leavers' provide that unvested awards will vest at the normal vesting point taking account of the performance over the period and subject to pro-rating for time, although the Committee has discretion to waive pro-rating for time. Any holding period would typically continue to apply. The Committee has the discretion to accelerate vesting (and release) to the date of cessation of employment (and to assess performance accordingly) or to determine vesting at the end of the performance period and to release the award then.
LTIP **Vested but unreleased awards**	Under the LTIP, if a participant ceases employment during a holding period, their award will continue unless they are summarily dismissed, in which case the 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	In the event of cessation due to death, ill-health, injury or disability, the deferred bonus share award would ordinarily be released as soon as practicable following termination. In the event of cessation for any other reason (unless the participant is summarily dismissed, in which case the award will lapse), the award will be released at the normal time, although the Committee has discretion to release at cessation.

Policy	
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. Payments may also be made in respect of accrued but untaken holiday and for fees for any outplacement services and legal and professional advice in connection with the termination. Where on recruitment a buy-out award had been made, 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 and performance.

Non-Executive Directors

The table below sets out the Company's Remuneration Policy for Non-Executive Directors

Purpose and link to strategy	Operation	Opportunity	Performance metrics
Non-Executive Director fees			
Attract and retain high calibre individuals with appropriate knowledge and experience.	Fees paid to Non-Executive Directors are determined and approved by the Board as a whole. The Committee recommends the remuneration of the Chair to the Board. Fees are reviewed from time to time and adjusted to reflect market positioning and any change in responsibilities. Non-Executive Directors are not eligible to participate in the annual bonus plan or share-based plans and, save as noted below, 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. If tax is payable in respect of any benefit provided, the Company may make a further payment to cover the tax liability.	Fees are set taking into account the time commitment and contribution expected for the role and market competitive fee levels. 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.	Not applicable.

Directors' Remuneration Committee Report (continued)

Purpose and link to strategy	Operation	Opportunity	Performance metrics
Additional Fees			
Provide compensation to Non-Executive Directors taking on additional responsibility or for additional time commitments.	Non-Executive Directors may receive additional fees for further duties (for example Committee Chair, Senior Independent Director responsibilities, or holding the position of Designated Employee Engagement Non-Executive Director) or time commitments.		Not applicable.

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 set out below, other than as regards Ralph Findlay. Details of Ralph Findlay's service agreement following his appointment as Chief Executive Officer are set out on page 150.

Non-Executive Director	Date of letter of appointment
Vineet Bhalla	26 April 2021
Jill Caseberry	7 February 2019
Vincent Crowley[1]	23 November 2015
John Gibney	26 October 2022
Angela Bromfield	12 July 2023
Chris Browne	30 August 2023
Sarah Newbitt	30 August 2023

1. As announced on 15 February 2024, Vincent Crowley will step down from the Board at the conclusion of the 2024 Annual General Meeting after serving almost nine years on the Board.

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.

Annual Remuneration Report

Remuneration in detail for the Year ended 29 February 2024

Directors' Remuneration (Audited)

The following table sets out the total remuneration for directors for the year ended 29 February 2024 and the prior year.

Single Total Figure of Remuneration – Executive Directors (Audited)

The table below reports the total remuneration receivable in respect of qualifying services by each Executive Director during the year ended 29 February 2024 and the prior year. Ralph Findlay was appointed as Executive Chair with effect from 19 May 2023. However, because his remuneration consisted only of a fee, consistent with his remuneration as Non-Executive Chair for the balance of FY2024 and with the structure of remuneration for all other Non-Executive Directors, his remuneration for the whole year is included in the Single Total Figure of Remuneration – Non-Executive Directors table on page 158.

	Salary/ fees (a)		Taxable benefits (b)		Annual bonus (c)		Long term incentives (d)		Pension related benefits (e)		Termination payments (f)		Total fixed remuneration		Total variable remuneration		Total	
Year ended February	2024 €'000	2023 €'000	2024 €'000	2023 €'000	2024 €'000	2023 €'000	2024 €'000	2023 €'000	2024 €'000	2023 €'000	2024 €'000	2023 €'000	2024 €'000	2023 €'000	2024 €'000	2023 €'000	2024 €'000	2023 €'000
Executive Directors																		
David Forde	153	714	14	54	-	-	266	398	9	36	1,896	-	176	804	2,162	398	2,338	1,202
Patrick McMahon	617	435	48	34	-	-	219	242	31	22	-	-	696	491	219	242	915	733
Total	770	1,149	62	88	-	-	485	640	40	58	1,896	-	872	1,295	2,381	640	3,253	1,935

1. David Forde stepped down from the Board on 18 May 2023 and his remuneration in the table above is the remuneration he earned to this date plus certain payments made to him in connection with his leaving the business, further information in relation to which is set out below. Information in relation to other elements of remuneration connected with his departure from the Group is included on page 155.

Details of the valuation methodologies applied are set out in Notes (a) to (f) below. Where relevant, the valuation methodologies are as required by the Regulations and are different from those applied within the financial statements, which have been prepared in accordance with International Financial Reporting Standards ('IFRS').

Notes to Directors' Remuneration Table

(a) Salaries and fees

The amounts shown are the amounts earned in respect of the financial year. In the case of Patrick McMahon, the amounts take into account his appointment as CEO with effect from 19 May 2023.

(b) Taxable benefits

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. Patrick McMahon elected to participate in the Irish APSS during the year, an 'all-employee plan' for employees in Ireland. Under that plan, the Company awarded a number of 'free' shares in connection with his purchase of 'contributory' shares, as permitted by the legislation. The value of those shares at the date of the awards has been included in the taxable benefit column (€1,728). For more details on the Profit Sharing Scheme, please see page 146.

Directors' Remuneration Committee Report
(continued)

(c) Annual bonus

The annual bonus was based on performance against Group Operating Profit (65%) and Free Cash Flow Conversion (35%). Further details of the bonus targets set and the performance outturn are provided in the table below.

Measure	Performance Targets Threshold (12% of maximum – 15% of salary)	'Target' (50% of maximum – 62.5% of salary)	'Maximum' (100% of maximum – 125% of salary)	Actual Performance	Bonuses outturn
GOP (65%)	€57m	€61m	€63m	€60m	27%
Free Cash Flow Conversion (35%)	45%	55%	65%	91%	35%

As set out in the Chair's letter, notwithstanding in particular the very strong Cash Flow Conversion performance in FY2024, the Committee considered it appropriate to exercise discretion to adjust the formulaic outcome of the bonus from 62% of maximum to 0%.

David Forde was not eligible to earn a bonus for FY2024.

(d) 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. In the FY2023 Directors' Remuneration Report, the LTIP value for FY2023 was based on the vesting value of the FY2021 LTIP awards and was calculated based on a share price of £1.487 (representing the average closing share price between 24 February 2023 and 28 February 2023 converted to €1.696 using an FX rate of 0.87701). In the single total figure of remuneration table above this has been updated to reflect the share price of £1.354 (being the closing share price on the next working day after the date of vesting of 4 December 2023, converted to €1.580 using an FX rate of 0.857).

2. The performance measures and targets for the FY2022 LTIP awards were determined as discussed in the FY2022 report. As noted in the Chair's letter the performance measures and targets for the FY2022 LTIP awards (granted in June 2021) were determined having regard to the uncertain and unprecedented economic environment associated with COVID-19, its already significant and disproportionate impact on the business and the industry compared to the broader economy and the associated forward looking continued uncertainty. The measures and targets are as set out below.

FY2022 LTIP Performance Conditions

Performance condition	Weighting	Performance target	% of element vesting	Outturn	Vesting
Earnings per share	45%				
Threshold		22.0c	25%	8.1 cent	0% (0% of total award)
Maximum		24.5c	100%		
Free cash flow	35%				
Threshold		65%	25%	91%	100% (35% of total award)
Maximum		75%	100%		
Environmental – reduction in Scope 1 and Scope 2 emissions over the three financial years ending FY2024	20%				
Threshold		6% reduction	25%	24%	100% (20% of total award)
Maximum		12% reduction	100%		

Therefore, the awards vested at 55% of the maximum.

As noted in the Chair's letter, this reflects the strong performance in respect of cash, along with our delivery against our environmental targets notwithstanding that the threshold level of performance in respect of the EPS measure was not achieved reflecting the challenging macro-economic backdrop over the performance period as a whole. The prior year accounting adjustments discussed on page 56, do not impact the vesting of the FY2022 LTIP awards.

Reflecting that Patrick McMahon was employed throughout the three-year performance period, he will retain his award which will be released to him at the end of a two-year holding period, subject to standard malus and clawback terms.

In line with the UK Regulations the value of the LTIP awards vesting is included in the single total figure of remuneration on the following basis.

	Shares subject to award	Vested shares	Value of shares in the single total figure of remuneration[2]
David Forde	377,953	153,390[1]	€265,773
Patrick McMahon	230,058	126,531	€219,236

1. The number of vested shares reflects the reduction to take into account David Forde's period of service, as set out on page 156.
2. Based on a share price at vesting of £1.4842 (representing the average closing price over the last quarter of FY2024) converted to €1.7327 using an FX rate of 0.8566. The share price used to determine the value of the shares in the single total figure table is less than the share price at grant and, accordingly, no amount of the award is attributable to share price appreciation.

(e) Pensions related benefits

No Executive Director accrued any benefits under a defined benefit pension scheme. Under their service contracts, the Executive Directors received a cash payment of 5% of base salary in order to provide their own pension benefits as disclosed in column (e) of the table.

(f) Termination payments

David Forde stepped down from the Board on 18 May 2023. The single total figure of remuneration table includes his remuneration earned to this date and payments made to him in connection with his leaving the business, further information in relation to which is set out below.

Information in relation to the remuneration arrangements associated with Patrick McMahon stepping down as the Group's CEO and from the Board in June 2024 will be disclosed in the FY2025 Remuneration Report.

As noted above, reflecting that Patrick McMahon was employed throughout the three-year performance period he will retain the LTIP award granted to him in respect of FY2022 which will vest in respect of 126,531 shares, as referred to earlier in this report. Recognising his significant contribution to C&C over many years, the Committee exercised discretion to allow Patrick to retain the LTIP awards granted to him in respect of FY2023 and FY2024 which will vest following the assessment of the performance conditions following the end of FY2025 and FY2026 respectively and be subject to a reduction to reflect his period of service. The holding period will apply to all these LTIP awards to the extent they vest. The post-employment shareholding requirement will also apply to the shares acquired under the LTIP until June 2026. The malus and clawback provisions in the Policy will continue to apply.

Additional Information

Fees from external appointments

None.

Payments to Former Directors and Payments for Loss of Office

David Forde stepped down as Chief Executive Officer with effect from 18 May 2023.
The arrangements made in respect of David Forde leaving the Company are in line with the Remuneration Policy approved by Shareholders at the 2021 AGM.

David Forde received a payment on termination of his employment of €1,895,556 to compromise any claims that he had against the Company and other legal obligations owed by the Company to him, and which included a payment for annual leave accrued, a contribution towards his professional advice costs and a payment of €723,690 in lieu of his notice period.

David Forde retained the following LTIP awards: (1) the LTIP award granted to him in respect of FY2022 which will vest in respect of 153,390 shares, as referred to earlier in this report after taking into account his period of service; and (2) the LTIP award granted to him in respect of FY2023 which will vest following the assessment of the performance conditions following the end of FY2025 and be subject to a reduction to reflect his period of service. The holding period will apply to the FY2022 and FY2023 LTIP awards to the extent they vest. David Forde retained the second Buy-Out Award granted to him on joining the Company, which vested in November 2023.

Directors' Remuneration Committee Report
(continued)

Directors' Shareholdings and Share Interests

Shareholding guidelines

Executive Directors are required to build up (and maintain) a minimum holding of shares in the Company. Under the Policy, the Executive Directors are expected to maintain a personal shareholding of at least two 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.

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

The beneficial interests, including family interests, of the Directors and the Company Secretary in office during the year ended 29 February 2024 in the share capital of the Company are detailed below:

	29 February 2024 (or date of leaving the Board if earlier) Total	1 March 2023 Total
Directors		
Patrick McMahon	116,438	94,728
David Forde	48,092	48,092
Total	164,530	142,820

Patrick McMahon's progress towards satisfying the shareholding requirements as CEO is shown in the table below:

Director	Shareholding	Target value	Value as at 29 February 2024*
Patrick McMahon	250,816	€1,404,000	€434,580

* Based on a share price of £1.4842 (representing the average closing price over the last quarter of FY2024) converted to €1.7327 using an FX rate of 0.8566.

Company Secretary

	29 February 2024 Total	1 March 2023 Total
Mark Chilton	48,892	22,693

Between 29 February 2024 and 6 June 2024, the date Patrick McMahon stepped down from the Board, Patrick McMahon acquired 448 shares under the Irish APSS. The Company Secretary also holds 459 shares in the UK SIP as at 29 February 2024. Between 29 February 2024 and 20 June 2024 the latest practicable date (or 6 June 2024 in the case of Patrick McMahon), there were no other changes in the above Directors' or the Company Secretary's interests between these dates. No Executive Director participates in the UK SIP.

The Directors and Company Secretary have no beneficial interests in any Group subsidiary or joint venture undertakings.

Share incentive plan interests awarded during year (Audited)

LTIP

The table below sets out the plan interests awarded to Executive Directors during the year ended 29 February 2024. Awards granted under the LTIP are subject to performance conditions as set out on page 141 measured over a performance period ending at the end of February 2026.

Executive Director	Type of award	Maximum opportunity	Number of shares	Face value (at date of grant in €)[2]	% of maximum opportunity vesting at threshold
Patrick McMahon	LTIP	150% of base salary	639,769	1,012,500	25%

1. The award was granted on 14 June 2023 in the form of a nil cost option over €0.01 Ordinary Shares in the Company.
2. The face value of the LTIP award is based on the number of shares under award multiplied by the average of the mid-market closing share price of the three working days before the date of grant converted into €, being £1.3587 (converted into €1.5826 using an exchange rate of £1: €1.1648).
3. The award will vest in accordance with its terms, based on the extent to which the applicable performance conditions are met and will be subject to time pro-rating (measured based on the period from the relevant award date up to the date of Patrick McMahon's termination of employment.

Directors' Interests in Options (Audited)

Interests in options over Ordinary Shares of €0.01 each in the Company

Directors	Date of grant	Exercise price	Plan	Exercise period	Total at 1 March 2023	Awarded in year	Exercised in year	Lapsed in year	Total at 29 February 2024 (or if earlier date of departure from the Board)
David Forde[1]	03/11/20	nil	Buy-out 1[2]	03/11/22-03/11/30	449,627	-	449,627	-	-
	03/11/20	nil	Buy-out 2[2]	03/11/22-03/11/30	449,627	-		-	449,627
	02/12/20	nil	LTIP	02/12/23-02/12/30	252,052	-	252,052		-
	15/06/21	nil	LTIP	15/06/24-15/06/31	377,953	-	-	224,563[4]	153,390
	09/06/22	nil	LTIP	09/06/25-09/06/30	458,023	-	-	370,842[5]	87,181
				Total	1,987,282	-	701,679	595,405	690,198
Patrick McMahon[4]	2/12/20	nil	LTIP	2/12/23-02/12/30	153,423		-	-	153,423
	15/06/21	nil	LTIP	15/06/24-15/06/31	230,058		-	103,527[4]	126,531
	09/06/22	nil	LTIP	09/06/25-09/06/32	278,796	-	-	- [5]	278,796
	14/06/23	nil	LTIP	14/06/26-14/06/33		639,769	-	-	639,769
				Total	662,277	639,769	-	103,527	1,198,519
Mark Chilton	15/06/21	nil	R&R[3]	15/06/22-14/06/28	48,894	-	48,894	-	-
	09/06/22	nil	R&R	09/06/25-08/06/29	50,000		-	-	50,000
	14/06/23	nil	R&R	14/06/25-13/06/30	-	93,670	-	-	93,670
				Total	98,894	93,670	48,984	-	143,670

Key: LTIP – Long Term Incentive Plan approved in 2015;
1. The treatment of David Forde's LTIP awards in connection with his departure from the business is described on page 156.
2. During FY2021, David Forde was granted awards ('Buy-Out Awards') to replace remuneration forfeited upon his departure from his former employer. The Buy-Out Awards were granted in the form of nil cost options over €0.01 Ordinary Shares in the Company. The number of shares under award was determined by reference to the value of the forfeited remuneration.
3. R&R is the C&C Group Recruitment and Retention Plan 2010.
4. The FY2022 LTIP awards partially lapsed during the year.
5. Awards lapsed in year is only insofar as approved by the Board.

No price was paid for any award of options. The price of the Company's Ordinary Shares as quoted on the London Stock Exchange at the close of business on 29 February 2024 was £1.43 (28 February 2023: £1.49). The price of the Company's Ordinary Shares ranged between £1.23 and £1.59 during the year.

There was no movement in the interests of the Directors in options over the Company's Ordinary Shares between 29 February 2024 and 29 June 2024 (6 June 2024 for Patrick McMahon).

Directors' Remuneration Committee Report
(continued)

Single Total Figure of Remuneration – Non-Executive Directors (Audited)

The table below reports the total fees receivable in respect of qualifying services by each Non-Executive Director during the year ended 29 February 2024 and the prior year.

Year ended February	Salary/fees 2024 €'000	2023 €'000
Non-Executive Directors		
Vineet Bhalla	98	76
Jill Caseberry	85	80
Vincent Crowley	98	93
Helen Pitcher[1]	47	100
Jim Thompson[2]	41	95
John Gibney[3]	96	26
Ralph Findlay[4]	571	187
Angela Bromfield[5]	57	-
Chris Browne[6]	33	-
Sarah Newbitt[7]		-
Emer Finnan[8]	-	98
Stuart Gilliland[9]	-	81
Total	1,163	836

1. Helen Pitcher stepped down from the Board on 13 July 2023.
2. Jim Thompson stepped down from the Board on 13 July 2023.
3. John Gibney was appointed to the Board on 26 October 2022, the figures reflect his remuneration for the year from appointment.
4. The fees paid to Ralph Findlay: (a) for the year ended February 2023 reflect his position as a Non-Executive Director between 1 March 2022 and 7 July 2022, and his position as Non-Executive Chair for the remainder of the year; and (b) for the year ended February 2024 reflect his position as a Non-Executive Chair between 1 March 2023 and 18 May 2023, and his position as Executive Chair for the remainder of the year.
5. Angela Bromfield was appointed to the Board on 13 July 2023, the figures reflect her remuneration for the year from appointment.
6. Chris Browne was appointed to the Board on 2 October 2023, the figures reflect her remuneration for the year from appointment.
7. Sarah Newbitt was appointed to the Board on 31 August 2023, the figures reflect her remuneration for the year from appointment.
8. Emer Finnan stepped down from the Board on 8 February 2023.
9. Stewart Gilliland stepped down from the Board on 7 July 2022.

Fees paid to Non-Executive Directors are determined and approved by the Board as a whole. The Committee recommends the remuneration of the Chair 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 base fee and an additional fee for further duties as set out on in the following table:

Non-Executive Role / Position	Fees for FY2024 €
Non-Executive Chair	250,000[1]
Base fee	67,015
Senior Independent Director	15,000
Audit Committee Chair	25,000
Remuneration Committee Chair	20,000
ESG Committee Chair	20,000
Nomination Committee Chair (other than where this Chaired by the Chair of the Board)	12,000
Audit Committee member	5,000
ESG Committee member	5,000
Remuneration Committee member	5,000
Nomination Committee member	3,000
Designated Employee Engagement Non-Executive Director	10,000

1. This is the fee for the Non-Executive Chair with effect from Ralph Findlay's appointment to that role. As noted earlier in this report, Ralph Findlay's fee was increased during FY2024 to reflect his position as Executive Chair.

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

The beneficial interests, including family interests, of the Non-Executive Directors in office during the year ended 29 February 2024 in the share capital of the Company are detailed below:

	29 February 2024 (or date of retirement from the board if earlier) Total	1 March 2023 (or date of appointment if later) Total
Directors		
Vineet Bhalla	15,000	10,000
Jill Caseberry	6,462	6,304
Vincent Crowley	25,216	25,216
Helen Pitcher[1]	8,015	8,015
Jim Thompson[2]	-	157,780
John Gibney	-	-
Ralph Findlay	135,359	47,100
Angela Bromfield[3]	-	-
Chris Browne[4]	-	-
Sarah Newbitt[5]	-	-
Total	190,052	254,415

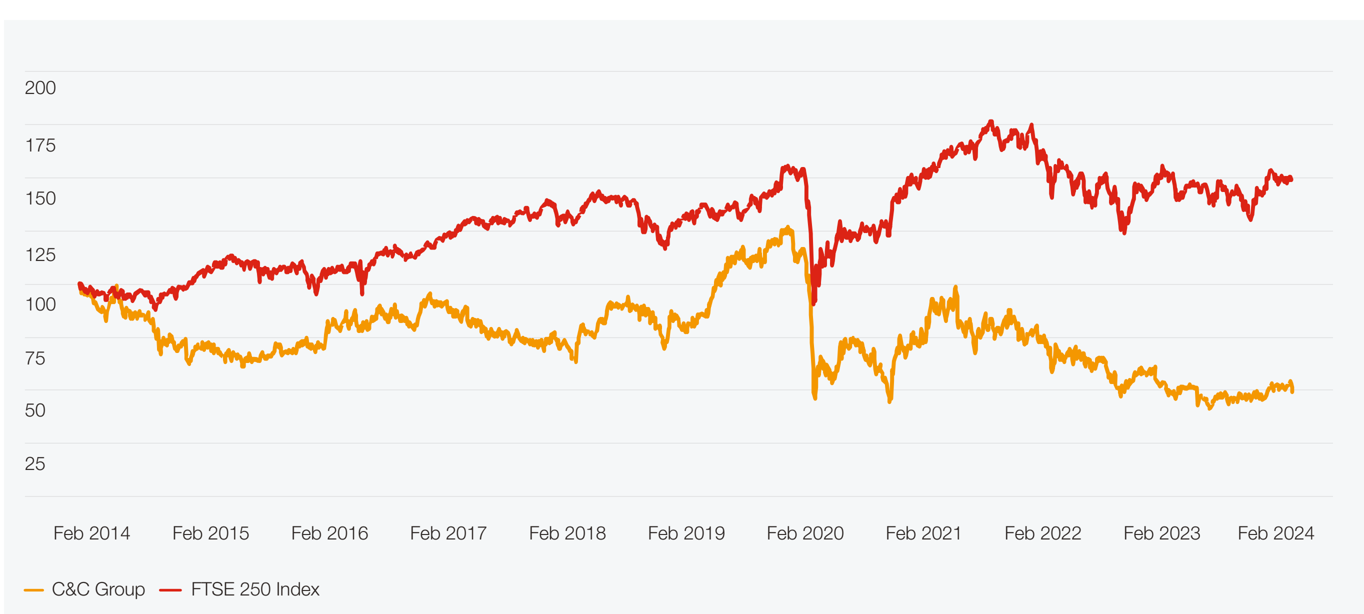
1. Helen Pitcher stepped down from the Board on 13 July 2023.
2. Jim Thompson stepped down from the Board on 13 July 2023.
3. Angela Bromfield was appointed to the Board on 13 July 2023.
4. Chris Browne was appointed to the Board on 2 October 2023.
5. Sarah Newbitt was appointed to the Board on 31 August 2023.

There were no changes in the above Non-Executive Directors' share interests between 29 February 2024 and 20 June 2024.

Performance graph and table

This graph shows the value, at 29 February 2024, of £100 invested in the Company on 28 February 2014 compared to the value of £100 invested in the FTSE 250 Index. The Committee believes that this is the most appropriate index against which to compare the performance of the Company.

Total Shareholder return



Directors' Remuneration Committee Report
(continued)

Chief Executive Officer

The following table sets out information on the remuneration of the Chief Executive Officer for the ten years to 29 February 2024:

		Total Remuneration €'000	Annual Bonus (as % of maximum opportunity)	Long term incentives vesting (% as of maximum number of shares)
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
FY2019	Stephen Glancey	1,777	100%	Nil
FY2020	Stephen Glancey (to 15/01/20)	2,219	25%	100%
FY2020	Stewart Gilliland (from 16/01/20)	71	N/A	N/A
FY2021	Stewart Gilliland (to 02/11/20)	301	N/A	N/A
FY2021	David Forde (from 02/11/20)	1,731	Nil	Nil
FY2022	David Forde	776	Nil	Nil
FY2023	David Forde	804	Nil	65%
FY2024	David Forde (to 18/05/2023)	176	Nil	41%[1]
FY2024	Patrick McMahon (from 19/05/2023)	533	Nil	55%

1. Pro rata vesting based on service in the performance period.

The amounts set out in the above table were translated from Sterling based on the average exchange rate for the relevant year.

FY2024: David Forde stepped down from the Board on 18 May 2023 and Patrick McMahon was appointed CEO with immediate effect. The salary, taxable benefits, annual bonus, long term incentives and pension figures are calculated for the period in office.

Notes in relation to the basis of disclosure for previous years are included in the Directors' Remuneration Reports for those years.

Ratio of the pay of the CEO to that of the UK lower quartile, median and upper quartile employees

The table below shows the ratio of the pay of the CEO to that of the UK lower quartile, median and upper quartile full-time equivalent employees in FY2021, FY2022, FY2023 and FY2024. For the wider workforce, the value of benefits provided in the year has not been included as the data is not readily available. In the view of the Company, this does not have a meaningful impact on the pay ratios.

For FY2024, the ratios are calculated by reference to David Forde's remuneration for the period he was CEO, but annualised to reflect that this was part of the year only.

Figures for earlier years are presented on the same basis as in the Directors' Remuneration Report for the prior year.

The UK regulations provide three methods for the calculation of the CEO Pay Ratio, A, B and C with Option A (modified) being the preferred method as it is the most statistically accurate. In calculating the ratio, the Company determined full time equivalent annual remuneration for UK employees, employed in the business as at 29 February 2024. Set out below is the remuneration and salary component of that remuneration for the CEO and for employees in the 25th, 50th (median) and 75th quartiles.

Year	CEO total remuneration (salary) €	25th percentile employee remuneration (salary) €	Median employee remuneration (salary) €	75th percentile employee remuneration (salary) €
2020	2,218,941 697,954	26,146 24,080	32,257 30,024	45,075 39,232
2021	2,031,946 531,161	23,465 22,146	29,667 27,894	42,290 38,358
2022	776,250 690,000	26,759 25,281	34,125 31,511	45,338 41,613
2023	1,201,701 714,150	28,957 27,450	35,795 33,661	47,896 44,183
2024	1,084,742 723,960	31,070 29,220	38,135 35,526	50,660 46,542

Salary Only Ratios

Year	Method	25th percentile ratio	Median Ratio	75th percentile ratio
2020	Option A	29.0:1	23.2:1	17.8:1
2021	Option A	24.0:1	19.0:1	13.8:1
2022	Option A	27.3:1	21.9:1	16.6:1
2023	Option A	26.0:1	21.2:1	16.2:1
2024	Option A	24.8:1	20.4:1	15.6:1

Total Remuneration Ratios

Year	Method	25th percentile ratio	Median Ratio	75th percentile ratio
2020	Option A	84.9:1	68.8:1	49.2:1
2021	Option A	86.6:1	68.5:1	48.0:1
2022	Option A	29.0:1	22.7:1	17.1:1
2023	Option A	41.5:1	33.6:1	25.1:1
2024	Option A	34.9 :1	28.4 :1	21.4 :1

The Company believes that the median pay ratio for FY2024 is consistent with the pay, reward and progression policies for the UK employees. The change in the ratios between FY2023 and FY2024 are attributable to salary movements during the year.

Directors' Remuneration Committee Report
(continued)

Annual Percentage Change in Remuneration of Directors and Employees

The table below reports the annual percentage change in salary/fees and bonus of the Directors and employees between FY2020 and FY2024 in accordance with the UK Regulations. The UK Regulations also require that this disclosure be included in relation to benefits. However, due to the difficulty in obtaining this data, we have decided not to include benefits for the purpose of the calculation, consistent with our approach to the CEO Pay Ratio. The average employee disclosure shows the average percentage change in the same remuneration over the same period in respect of the Company's UK full time equivalent employees, by reported numbers. We have used the Company's UK full time equivalent employees as the comparator group for consistency with the approach to the CEO Pay Ratio calculation.

The average employee change has been calculated by reference to the mean of employee pay. Angela Bromfield, Chris Browne and Sarah Newbitt were appointed to the Board during FY2024 and, accordingly, have also been excluded. David Forde, Helen Pitcher and Jim Thompson left the Board during FY2024 and, accordingly, have been excluded from the table below. Notes in relation to the basis of disclosure for previous years are included in the Directors' Remuneration Reports for those years.

		Average Employee	Patrick McMahon[1]	Jill Caseberry	Vincent Crowley	Ralph Findlay[2]	John Gibney[3]	Vineet Bhalla3
Salary/Fees	FY2020-FY2021	(4.2%)	N/A	(7.2%)	(7.0%)	N/A	N/A	N/A
	FY2021-FY2022	1.6%	0.0%	21.9%	54.4%	N/A	N/A	N/A
	FY2022-FY2023	7.4%	3.5%	6.7%	(23.1%)	N/A	N/A	18.8%
	FY2023-FY2024	3.59%	41.8%	6.6%	5.02%	205.35%	30.2%	32.62%
Annual Bonus	FY2020-FY2021	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	FY2021-FY2022	0.6%	N/A	N/A	N/A	N/A	N/A	N/A
	FY2022-FY2023	0.0%	N/A	N/A	N/A	N/A	N/A	N/A
	FY2023-FY2024	0%	N/A	N/A	N/A	N/A	N/A	N/A

1. The increase in Patrick McMahon's salary and bonus between FY2023 and FY2024 reflect his appointment as CEO during FY2024
2 The increase in Ralph Findlay's fees between FY2023 and FY2024 reflect his appointment as Executive Chair during FY2024.
3. John Gibney was appointed to the Board during FY2023 and Vineet Bhalla during FY2022. For the purposes of the table above, their fees for FY2023 (in the case of John Gibney) and for FY2022 (in the case of Vineet Bhalla) have been annualised in order to calculate the changes between FY2023 and FY2024 (in the case of John Gibney) and between FY2022 and FY2023 (in the case of Vineet Bhalla).

Implementation of the Remuneration Policy in FY2025

Based on the continuation of the existing approach, the Committee's intended approach to the implementation of the Policy for FY2025 is set out in the Chair letter on pages 2 to 5.

Shareholder Voting on the Directors' Remuneration Report and Directors' Remuneration Policy

The following table sets out the votes at the 2023 AGM in respect of the Report and at the 2021 AGM the Policy

Directors' Remuneration Report

AGM	For	Against	Withheld
2023	289,498,020	16,922,697	15,028,876

Directors' Remuneration Policy

AGM	For	Against	Withheld
2021	273,330,524	14,729,936	4,135

The Company is committed to ongoing Shareholder dialogue and takes Shareholder views into consideration when formulating remuneration policy and practice.

The Company is incorporated in Ireland and is therefore not subject to the UK company law requirement to submit its Directors' Remuneration Policy to a binding vote. Nonetheless, in line with our commitment to best practice, at the AGM in July 2021, our Policy was approved by our Shareholders on an advisory basis.

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

Angela Bromfield
Remuneration Committee Chair
27 June 2024

Find out more
The full responsibilities of the Committee are set out in its Terms of Reference, which are available on our website candcgroupplc.com/corporate-governance/terms-of-reference.

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and the Group and Company financial statements, in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Company financial statements for each financial year. Under that law, the Directors are required to prepare the Group financial statements in accordance with International Financial Reporting Standards ('IFRSs') as adopted by the EU, and have elected to prepare the Company financial statements in accordance with Irish Law (Irish Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101').

Under Irish Company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position of the Group and parent company as at the end of the financial year, and the profit or loss for the Group for the financial year, and otherwise comply with Companies Act 2014.

In preparing each of the Group and Company financial statements the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state that the Group financial statements comply with IFRS as adopted by the EU and as regards the Company, comply with FRS 101 together with the requirements of Irish Company Law; and
- prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the Group and Company will continue in business.

The Directors are also required by the Transparency (Directive 2004/109/EC0) Regulations 2007 and the Transparency rules of the Central Bank of Ireland to include a management report containing a fair review of the business and the position of the Group and the parent Company and a description of the principal risks and uncertainties facing the Group.

The Directors are responsible for adequate accounting records which disclose with reasonable accuracy at any time the assets, liabilities, financial position and profit or loss of the Company, and which will enable them to ensure that the financial statements of the Group are prepared in accordance with applicable IFRS as adopted by the European Union and comply with the provisions of Irish Company Law. They are also responsible for safeguarding the assets of the Company and the Group, and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors have appointed appropriate accounting personnel, including a professionally qualified Chief Financial Officer, in order to ensure that those requirements are met.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website (www.candcgroupplc.com). Legislation in Ireland concerning the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Responsibility Statement as required by the Transparency Directive and UK Corporate Governance Code

Each of the Directors, whose names and functions are listed on pages 93 and 94 of this Annual Report, confirm that, to the best of each person's knowledge and belief:

- So far as they are aware, there is no relevant audit information of which the Company's statutory auditor is unaware;
- They have taken all steps that they ought to have taken as Directors in order to make themselves aware of any relevant audit information and to establish that the Company's statutory auditor is aware of that information.
- The Group Financial Statements, prepared in accordance with IFRS as adopted by the European Union and the Company financial statements prepared in accordance with FRS 101 give a true and fair view of the assets, liabilities, financial position of the Group and Company at 29 February 2024 and of the profit or loss of the Group for the year then ended;
- The Directors' Report contained in the Annual Report includes a fair review of the development and performance of the business and the position of the Group and Company, together with a description of the principal risks and uncertainties that they face; and
- The Annual Report and Financial Statements, taken as a whole, provides the information necessary to assess the Group's performance, business model and strategy and is fair, balanced and understandable and provides the information necessary for Shareholders to assess the Company's position and performance, business model and strategy.

Signed on behalf of the Board

Ralph Findlay
Chair & Chief Executive Officer

Andrew Andrea
Chief Financial Officer

27 June 2024

Financial Statements

166 Independent Auditor's Report
182 Consolidated Income Statement
183 Consolidated Statement of Comprehensive Income
184 Consolidated Balance Sheet
185 Consolidated Cash Flow Statement
186 Consolidated Statement of Changes in Equity
187 Company Balance Sheet
188 Company Statement of Changes In Equity
189 Statement of Accounting Policies
205 Notes Forming Part of the Financial Statements
272 Financial Definitions

Independent Auditor's Report
to the Members of C&C Group plc

Report on the audit of the financial statements

Opinion

We have audited the financial statements of C&C Group plc ('the Company') and its subsidiaries ('the Group') for the year ended 29 February 2024, which comprise:

- the Consolidated Income Statement and the Consolidated Statement of Comprehensive Income for the year then ended;
- the Consolidated Balance Sheet and the Company Balance Sheet as at 29 February 2024;
- the Consolidated Cash Flow Statement for the year then ended;
- the Consolidated Statement of Changes in Equity and the Company Statement of Changes in Equity for the year then ended; and
- the notes to the financial statements, including the material accounting policy information set out on pages 189 to 204.

The financial reporting framework that has been applied in their preparation is Irish Law and International Financial Reporting Standards (IFRS) as adopted by the European Union and, as regards the Company financial statements, Accounting Standards including FRS 101 Reduced Disclosure Framework issued in the United Kingdom by the Financial Reporting Council.

In our opinion:

- the Group financial statements give a true and fair view of the assets, liabilities and financial position of the Group as at 29 February 2024 and of its loss for the year then ended;
- the Company financial statements give a true and fair view of the assets, liabilities and financial position of the Company as at 29 February 2024;
- the Group financial statements have been properly prepared in accordance with IFRS as adopted by the European Union;
- the Company financial statements have been properly prepared in accordance with FRS 101 Reduced Disclosure Framework; and
- the Group financial statements and Company financial statements have been properly prepared in accordance with the requirements of the Companies Act 2014.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (Ireland) (ISAs (Ireland)) and applicable law. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group and Company in accordance with ethical requirements that are relevant to our audit of financial statements in Ireland, including the Ethical Standard issued by the Irish Auditing and Accounting Supervisory Authority (IAASA) as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment, which covered a period up to 31 August 2025, of the Group and parent Company's ability to continue to adopt the going concern basis of accounting included:

- Confirming our understanding of management's going concern assessment process and also engaging with management to ensure all key factors were considered in their assessment;
- Considering whether events or conditions existed that may cast doubt on the Group's ability to continue as a going concern for a period to 31 August 2025;
- Obtaining management's board-approved going concern assessment, including the cash forecast and covenant calculations for the going concern period. The Group has modelled a number of adverse scenarios in their cash forecasts and covenant calculations in order to incorporate unexpected changes to the forecasted liquidity of the Group;
- Considering the consistency of information obtained from other areas of the audit such as the forecasts used for impairment assessments;
- Considering past historical accuracy of management's forecasts;
- Considering the appropriateness of the methods used to calculate the cash forecasts and covenant calculations and determining through inspection and testing of the methodology and calculations that the methods utilised were appropriately sophisticated to be able to make an assessment for the Group;
- Considering the mitigating factors included in the cash forecasts and covenant calculations that are within control of the Group. This included our review of the Group's non-operating cash outflows and evaluating the Group's ability to control these outflows as mitigating actions if required. We also verified credit facilities available to the Group;
- Performing reverse stress testing in order to identify what factors would lead to the Group breaching financial covenants during the going concern period; and
- Reviewing the Group's going concern disclosures included in the Annual Report and Accounts in order to assess that the disclosures were appropriate and in conformity with the reporting standards.

Our key observations

We have observed that the Group has adapted to a high-inflation environment, generating operating cashflows of €83.3m in the year ended 29 February 2024. Further, the Group continues to have access to significant liquidity. At 29 February 2024, the Group has unrestricted cash and cash equivalents of €160.1m and unused committed debt facilities of up to €230m from a revolving bank credit facility expiring in January 2029.

Conclusion

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Group or the parent Company's ability to continue as a going concern for a period to 31 August 2025.

In relation to the Group and parent Company's reporting on how they have applied the UK Corporate Governance Code, we have nothing material to add or draw attention to in relation to the directors' statement in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the Group and parent Company's ability to continue as a going concern.

Overview of our audit approach

Audit scope	• We performed an audit of the financial information of 13 components and performed audit procedures on specific balances for a further 2 components. • We performed specified procedures at a further 1 component that were determined by the Group audit team in response to specific risk factors. We also performed review procedures at a further 1 component. • The components where we performed either full or specific audit procedures accounted for 96.4% of the Group's Loss before tax, 99.6% of the Group's Net Revenue and 98.3% of the Group's Total Assets. • Components represent business units across the Group considered for audit scoping purposes.
Key audit matters	• Management override of internal controls, and related prior period adjustments • Inventory existence and valuation • Carrying value of goodwill and intangible brand assets, including related impairment charges • Revenue recognition • Recoverability of on-trade receivable balances and advances to customers • Carrying value of investment in subsidiary undertakings in the parent Company financial statements, and related impairment charges
Materiality	• Overall Group materiality was assessed to be €3.30m which represents approximately 0.2% of the Group's Net Revenue. In our prior year audit, we adopted a materiality of €3.34m which represented approximately 5% of the Group's Profit before tax and before non-recurring exceptional items for the year ended 28 February 2023. Given the fluctuation in the Group's results, we have chosen to base our materiality on the Group's Net Revenue as we consider it to be the most relevant performance metric to the Stakeholders of the Group. • We determined materiality for the Company to be €3.30m (2023: €3.34m).
What has changed?	• Following the findings in the Investigative Accountants' Report, management's further reviews, and our audit procedures, management recorded adjustments in the current year financial statements in respect of the current year, and restatements to prior period financial statements for the year ended 28 February 2023 and opening balances as at 1 March 2022. Therefore, in the current year, our auditor's report includes new key audit matters in relation to: - Management override of internal controls, and related prior period adjustments; and - Inventory existence and valuation. • In the current year, our auditor's report also includes a key audit matter in relation to the Carrying value of investment in subsidiary undertakings in the parent Company financial statements, and related impairment charges given the continued differential in the market capitalisation relative to the carrying value of investment recorded on the parent Company balance sheet. • We continued to adopt a fully substantive approach for this year's audit. In light of the findings in the Investigative Accountants' Report over the lack of transparency in respect of representations and accuracy of information provided, to the External Auditors, and to the Audit Committee and the Board of Directors, at the time the items arose and in subsequent financial years, we considered the risk of management bias and sought further corroborative and third-party evidence throughout our audit procedures and evaluated our findings. Additionally, we sought additional representations from the new Group CFO, the Audit Committee and the Board of Directors. We have also applied the lower end of testing threshold ranges in the performance of our audit procedures.

Independent Auditor's Report
to the Members of C&C Group plc (continued)

Key audit matters (KAM)

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Risk	Our response to the risk	Key observations communicated to the Audit Committee
Management override of internal controls, and related prior period adjustments (Group financial statements) Refer to the Audit Committee Report (pages 114 to 122), Corporate Governance Report (pages 90 to 107) and the prior period adjustments as reflected in Note 31 to the Consolidated Financial Statements (pages 266 to 271). As described in the Corporate Governance Report on pages 94 to 107, after discrepancies were notified by Management to the Audit Committee with respect to inventory related matters at the Clonmel plant, the Audit Committee appointed an independent accounting firm (the 'Investigative Accountants') to investigate the discrepancies to determine any potential financial impact and the time period over which the issues extended (the 'Investigation'). The Investigation identified a number of significant findings, including: • inventory existence and valuation related matters; • other balance sheet matters (including accounting for Goods Received Not Invoiced balances ('GRNI'), as well as other items); • failures in the Group's reporting processes, including the breakdown in internal controls and governance frameworks during the year and in prior years as a result of the override of the Group's internal controls; and • lack of transparency over representations and the correctness and accuracy of information provided to the External Auditors, and to the Audit Committee and the Board of Directors, at the time the items arose and in subsequent financial years.	Our response to this key audit matter was led by the Group audit team with assistance from our team of forensic specialists, and our component audit teams. We evaluated the process and considered the design and implementation of key controls related to management override of controls. We note that there has been a breakdown in related controls and in that context, we considered the nature and extent of the findings from the Investigation in determining our assessment of the risk of material misstatement to the Group financial statements, including the risk of management override of controls. As a result of the matters identified, we added additional partner and senior executive resources to our component teams and to the Group audit team, which was allocated to review the key judgemental audit areas. Lower testing thresholds were used on all accounts resulting in increased sample testing. We considered the overall governance and oversight process, including the independence and objectivity of those charged with governance, the quality and timeliness of the information provided to them; the Group's code of conduct and whistle-blowing processes and the communication of these across the Group. Our additional audit procedures, in conjunction with our forensic specialists, and our component teams, included: • engaging our forensic specialists to examine the scope and results of the work carried out by the Investigative Accountants by holding discussions with them, reviewing their supporting evidence and, performing additional procedures which included considering the sufficiency, appropriateness of the investigation performed and the competency and objectivity of individuals undertaking it;	In addition to the matters identified by the Investigative Accountants' Report, and those arising from Management's additional reviews, our audit procedures identified further errors in prior periods and identified material errors in the allocation of the correcting adjustments to financial periods. Following extensive discussions with Management, the Audit Committee and the Board of Directors, these further misstatements are now incorporated in the final adjustments disclosed in Note 31 to the Group financial statements. We assessed the related disclosures included in the Group financial statements and consider them to be sufficient and appropriate to explain the amounts and nature of the prior period adjustments made. We read all disclosures in the Annual Report and Accounts associated with these matters, including the description of the implications they had on the Board of Directors' Report on their review of the effectiveness of the Group's risk management and internal control systems, and assessed whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Risk	Our response to the risk	Key observations communicated to the Audit Committee
Arising from the Investigation, Management performed additional reviews of various accounting adjustments across the Group's subsidiaries throughout the financial year ended 29 February 2024 and examined the basis for changes in previous positions taken. Additional balance sheet reconciliation reviews were performed by Internal Audit. Following these subsequent reviews, and our audit procedures, further matters were identified with respect to accounting judgements made relating to other adjustments, including, customer discount liabilities, the accounting treatment of glassware and the timing of recognition of onerous apple contracts. As a result of the procedures undertaken, Management recorded adjustments in the current year financial statements, and restated prior period financial information for the year ended 28 February 2023 and opening balances as at 1 March 2022. As detailed in Note 31, the correction of the prior period errors reduced Group net assets as at 1 March 2022 by €4.9m and decreased the profit before tax for the year ended 28 February 2023 by €13.7m; a cumulative reduction in the Group's net assets as at 28 February 2023 of €17.1m. The errors identified in the 28 February 2023 consolidated balance sheet principally included the overstatement of inventory of €12.2m, the understatement of provisions of €12.2m, the overstatement of Trade and other payables of €5.9m, and various other individually smaller items. Due to the significance of these matters, the judgement involved, and the audit effort required, we identified Management override of internal controls, and related prior period adjustments as a key audit matter for the current year audit.	• enhancing oversight of our component teams with a particular focus to identify if there were similar issues arising beyond those items in the scope of the Investigative Accountants' Report. This involved holding regular meetings with the component teams, reviewing journal entry testing around releases to the Consolidated Income Statement and understanding the trigger point for these releases, challenging Management's judgements in respect of these releases, identifying additional releases and challenging the phasing of adjustments across financial periods being reflected in the prior period adjustments; and reviewing for unusual journal entries made during the year with a particular focus on manual journals, out-of-period adjustments recorded during the year and incorporating an element of unpredictability in our selection criteria. We discussed the Investigative Accountants' Report with the Audit Committee and the Board of Directors, to understand their views on the matters identified, and their understanding of the background to these matters and how they originated. We challenged Management, the Audit Committee and the Board of Directors as to how they had satisfied themselves that there were not similar occurrences elsewhere in the Group. We reviewed their approach and the resulting findings. We challenged the Audit Committee and the Board of Directors on their process for review and approval of the Annual Report and Accounts. We performed procedures on the prior period adjustments determined by Management to assess the completeness, accuracy, and timing of these adjustments. We challenged judgements and assumptions used by reference to evidence obtained through the findings in the Investigative Accountants' Report, our knowledge of the matters, our understanding of the business and from our other audit procedures.	

Independent Auditor's Report
to the Members of C&C Group plc (continued)

Risk	Our response to the risk	Key observations communicated to the Audit Committee
The key audit matter included considering: • whether internal control and governance matters identified extended to areas beyond the scope of the Investigate Accountants' Report; • the appropriateness of relevant information and explanations received throughout the course of the audit; and • the completeness and accuracy of the prior period adjustments recorded, including whether an adjustment represented a change of estimate to be recognised in the current year or related to the correction of a prior period error, and the appropriateness of disclosures made.	In light of the findings in the Investigative Accountants' Report over the lack of transparency in respect of representations and the inaccuracy of information provided, in prior period audits, to the External Auditor, the Audit Committee and the Board of Directors, we considered the risk of management bias and sought further corroborative and third-party evidence throughout our audit procedures and evaluated our findings. Additionally, we sought additional representations from the new Group CFO, the Audit Committee and the Board of Directors. We audited the disclosures of the prior period adjustments as reflected in Note 31 to the Group financial statements for compliance with the requirements of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors. We read all disclosures in the Annual Report and Accounts associated with these matters, including the description of the implications they had on the Board of Directors' Report on their review of the effectiveness of the Group's risk management and internal control systems, and considered whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.	

Risk	Our response to the risk	Key observations communicated to the Audit Committee
Inventory existence and valuation (Group financial statements) (2024: €170.7m, 2023: €162.7m (restated)) Refer to the Audit Committee Report (pages 114 to 122); Statement of Accounting Policies (page 203); and Note 14 to the Consolidated Financial Statements (page 231). Raw material inventories are a significant component of the Group's assets and are often subject to frequent fluctuations. In addition, the investigation into the existence and valuation of raw material inventory at the Clonmel plant, (see separate KAM for Management override of internal controls, and related prior period adjustments). Given the nature of the Group's raw materials (handling large volumes of liquids) and finished goods the following risks exist: a. As not all tanks have in-built measuring gauges, the Group's traditional measuring approach may not be robust enough and therefore subject to risk that could impact the existence calculation of tank volumes. Also, in some instances, depending on the liquid in the tanks, there is a risk that a residual quantity in a tank may have zero value and therefore the business may experience physical loss that has not been factored into quantities available for use. There is also a risk of misrepresentation of related inventory quantities and estimates and judgements used to value inventories that are stored in tank farms. b. risk of misstatement of raw materials and finished goods inventory due to inappropriate production costs being applied. c. risk that goods in transit may be incorrectly classified as inventory and that shipping terms may be applied incorrectly.	Our audit procedures on these areas were performed by our component teams with oversight by the Group audit team. We evaluated the process and considered the design and implementation of key controls related to the existence and valuation of raw materials and finished goods inventory. All audit procedures were performed by and reviewed by senior team members. Our component teams all utilised lower testing thresholds for the testing of inventory balances. For Raw Material inventory existence and valuation, our procedures included: • observed physical inventory counts to verify the existence of inventory at all material inventory locations at the year-end, including observing the use of pressure gauges to assess the volume of liquids in the tank farms; • for any residual quantity of inventory in a tank, we reviewed whether this loss is part of the normal production process; and • reviewed and tested the standard cost of raw materials including inventory overhead allocation. For Finished Goods valuation, our procedures included: • understanding the impact of the 'normal level of production' which forms the basis for absorbing overheads into inventory; and • testing the net realisable value of inventory including reviewing post year-end sales. For Goods In Transit, our procedures included: • ensuring that any material inventory recorded as 'in transit' is adequately supported by documentation and tested the subsequent goods receipt by obtaining goods delivery notes. We considered the adequacy of Management's disclosures in respect of the inventory accounting policy and related inventory note in the consolidated financial statements.	We completed our planned audit procedures. A number of prior period adjustments were identified by Management relating to inventory at the Clonmel plant which is referenced in the KAM for Management override of internal controls, and related prior period adjustments. Management initially recorded these inventory adjustments as financial year 2024 adjustments notwithstanding there was evidence that indicated these adjustments related to financial year 2023 and prior periods. Management subsequently revised the recording of these adjustments into the correct periods. Other than these matters, and the correction of misstatements identified from our audit procedures, we noted that the methodology for calculating the standard cost of inventory is in accordance with IAS 2 'Inventories'. We observed physical inventory counts in all components in the scope of our audit. We are satisfied that the methodology and physical inventory count processes applied were appropriate. We are also satisfied that the significant judgements and estimates associated with inventory have been appropriately disclosed in the consolidated financial statements.

Independent Auditor's Report
to the Members of C&C Group plc (continued)

Risk	Our response to the risk	Key observations communicated to the Audit Committee
Carrying value of goodwill and intangible brand assets, including related impairment charges (Group financial statements) (Consolidated Balance Sheet: 2024: €521.9m, 2023: €644.1m) (Impairment charge: 2024 €125.0m, 2023: Nil) Refer to the Audit Committee Report (pages 114 to 122); Statement of Accounting Policies (pages 194 to 195); and Note 12 to the Consolidated Financial Statements (pages 225 to 229). The Group holds significant amounts of goodwill and intangible assets on the consolidated balance sheet. In line with the requirements of IAS 36 'Impairment of Assets' (IAS 36), Management tests goodwill and indefinite lived intangible balances annually for impairment, and also tests intangible assets where there are indicators of impairment. Management have recorded an impairment charge with respect to the C&C Brands cash generating unit (CGU) amounting to €125.0m in the current year. The annual impairment testing was significant to our audit because of the financial quantum of the assets it supports as well as the fact that the testing relies on a number of critical judgements, estimates and assumptions used by Management. Judgemental aspects include CGU determination for goodwill purposes, assumptions of future profitability, revenue growth, margins and forecasted cash flows, and the selection of appropriate discount rates, all of which may be subject to management override.	Our audit procedures on this area were performed by the Group audit team with assistance from our team members with specialist valuation knowledge. All audit procedures were performed by and reviewed by senior team members. We evaluated the process and considered the design and implementation of key controls related to the impairment assessment of goodwill and intangible assets. Our team members with specialist knowledge, performed an independent assessment against external market data of key inputs used by Management in calculating appropriate discount rates – principally, risk-free rates, country risk premia and inflation rates. We carefully considered the determination of the Group's 6 CGUs, and flexed our audit approach relative to our risk assessment and the level of excess of value-in-use over the carrying amount in each CGU for goodwill purposes and in each model for the impairment assessment for intangible brand assets. For all models, we assessed the reasonableness of Management's assumptions and estimates by reference to historic information, corroborated key assumptions and benchmarked growth assumptions to external economic forecasts. We evaluated Management's sensitivity analyses and performed our own sensitivity calculations to assess the level of excess of value-in-use over the goodwill and intangible brand carrying amount and whether a reasonably possible change in assumptions could cause the carrying amount to exceed its recoverable amount. We considered the adequacy of Management's disclosures in respect of impairment testing and whether the disclosures appropriately communicate the underlying sensitivities, in particular the requirement to disclose further sensitivities for the C&C Brands CGU, where any possible negative change in a key assumption would lead to an additional impairment.	We completed our planned audit procedures by challenging various inputs and assumptions. The C&C Brands CGU model initially showed an impairment and following audit challenge, further iterations of this model resulted in the recording of an impairment of €125.0m. Our observations included our assessment of Management's impairment model methodology and then for each CGU and intangible brand model: • whether the discount rates lay within an acceptable range; • the level of headroom of the present value of cash flows over the carrying amount of the CGU; • analysis of the growth rate contained in the financial projections for year one (which are then projected out for years two, three, four and five) when viewed against the prior year and current year actual growth; • the results of our sensitivity analysis; and • the disclosures are appropriate to the requirements of IAS 36.

Risk	Our response to the risk	Key observations communicated to the Audit Committee
Revenue recognition (Group financial statements) (2024: €1,652.5m, 2023: €1,686.2m (restated)) Refer to the Audit Committee Report (pages 114 to 122); Statement of Accounting Policies (pages 197 to 198); and Note 1 to the Consolidated Financial Statements (pages 205 to 207). The Group's business is derived from the following: a. sale of the Group's owned portfolio of brands such as Tennent's, Bulmers, Magners as well as a range of super-premium and craft ciders and beers; and b. drinks distributor to the UK and Ireland hospitality sectors for all local and international beverage brand owners and it also exports its brands internationally. As a result of the nature of revenue, we have identified the following risks that may not be accounted for correctly or accounted for in the correct period: a. variable consideration such as rebates; b. non-standard revenue; and c. contract supply agreements.	Our audit procedures on these areas were performed by our component teams with oversight by the Group audit team. We evaluated the process and considered the design and implementation of key controls related to revenue recognition. All audit procedures were performed by and reviewed by senior team members. We performed the following procedures across all of the three identified risks: • Reviewed other agreements entered into outside the normal course of business. • Reviewed accounting for significant new agreements for compliance with IFRS 15 'Revenue from contracts with customers' (IFRS 15). • Held discussions with operations and employees outside of the finance function to determine existence of side agreements or other non-standard arrangements. In addition, we performed the following procedures: a) Variable consideration such as rebates • Gained an understanding of contract and revenue recognition, including treatment of retro arrangements with customers, as certain large contracts are non-standard and require specific review. • Tested the recognition of variable consideration such as rebates using lower testing thresholds. b) Non-standard revenue • Gained an understanding of the terms of contract brewing contracts and revenue recognition of these. • Tested the cut off of non-standard revenue using lower testing thresholds. c) Contract supply agreements • Gained an understanding of terms, conditions and resulting accounting and auditing implications and assessed the appropriateness of revenue to be recorded. • Assessed whether there are additional commitments, obligations or onerous contracts. • Tested the cut off of contract supply agreements using lower testing thresholds. We assessed the appropriateness and completeness of the disclosures for compliance with IFRS 15 in the consolidated financial statements.	We completed our planned audit procedures. A number of prior period adjustments were identified with respect to revenue which is referenced in the KAM for Management override of internal controls, and related prior period adjustments. Management initially recorded some of these revenue adjustments as FY24 adjustments notwithstanding there was evidence that indicated these adjustments related to periods prior to FY23. Management subsequently revised the recording of these adjustments into the correct periods. Our observations included: • an overview of the risk; • an outline of the procedures performed; and • the judgements we focused on and the results of our testing.

Independent Auditor's Report
to the Members of C&C Group plc (continued)

Risk	Our response to the risk	Key observations communicated to the Audit Committee
Recoverability of on-trade receivable balances and advances to customers (Group financial statements) (Trade receivables 2024: €120.3m, 2023: €125.3m (restated), advances to customers 2024: €39.1m, 2023: €42.6m (restated)) Refer to the Audit Committee Report (pages 114 to 122); Statement of Accounting Policies (page 200); and Note 15 to the Consolidated Financial Statements (pages 232 to 233). The Group has a risk through exposure to on-trade receivable balances and advances to customers who may experience financial difficulty given the current economic climate.	Our audit procedures on these areas were performed by our component teams with oversight from the Group audit team. We evaluated the process and considered the design and implementation of key controls related to assessing recoverability of on-trade receivable balances and advances to customers. All audit procedures were performed by and reviewed by senior team members. We have reviewed the model used by Management in calculating the expected credit losses to ensure that it is compliant with IFRS 9 'Financial Instruments' (IFRS 9) and adequately captures the additional risks in the current environment. We have tested the consistent methodology, tailored for local nuances, in calculating expected credit losses. We considered Management's assumptions around the impact of the current environment on the trade receivable portfolios. We developed our own estimate based on historical statistics of receivables collection and compared it with the actual provision. Additionally, we have benchmarked the expected credit losses using appropriate available market data and found these to be reasonable. Given the inherent level of uncertainty and the sensitivity of judgements and estimates, we reviewed all related disclosures of the key assumptions used and judgements made in estimating the Expected Credit Loss (ECL) for compliance with IFRS 9. We assessed the appropriateness and completeness of disclosures for compliance with IFRS 9 in the consolidated financial statements.	We completed our planned audit procedures with no material exceptions noted. Our observations included our assessment of Management's methodology for calculating expected credit losses in accordance with IFRS 9. We focused on the significant judgements made by Management, benchmarked key assumptions and the appropriate disclosure of these in the consolidated financial statements.

Risk	Our response to the risk	Key observations communicated to the Audit Committee
Carrying value of investment in subsidiary undertakings in the parent Company financial statements, and related impairment charges (parent Company financial statements) (Company Balance Sheet: 2024: €985.1m, 2023: €1,159.2m) (Impairment charge: 2024 €175.0m, 2023: Nil) Refer to the Audit Committee Report (pages 114 to 122); Statement of Accounting Policies (page 197); and Note 13 to the Consolidated Financial Statements (pages 229 to 231). The parent Company balance sheet included a €1,159.2m (pre impairment) investment in subsidiary undertakings. The testing of this balance for impairment is inherently judgemental as it relies on a number of estimates including cash flow forecasts, discount rates and long-term growth rates. These items are all subjective and susceptible to management bias and calculation risk and resulting impairment charges could be material. Management have recorded an impairment charge in the current year of €175.0m. This risk is only relevant to the parent Company.	Our audit procedures on this area were performed by the Group audit team with assistance from our team members with specialist valuation knowledge. All audit procedures were performed by and reviewed by senior team members. To consider the risk over recoverability of investment in subsidiary undertakings, we performed the following procedures: • evaluated the process and considered the design and implementation of key controls related to the impairment in the carrying value of the investment in subsidiary undertakings and related impairment charge; • evaluated Management's assessment whether any indicators of impairment existed through comparison of market capitalisation to net assets and the investment, and review of dividends received during the year ended 29 February 2024; • verified whether the key assumptions used to calculate the recoverable value of the investment are consistent with those used for goodwill impairment purposes in the Group and if different, verified the key assumptions to relevant support; • considered the impact of the current economic climate on the forecasts used and performed sensitivity analysis considering reasonably different potential scenarios; • evaluated the difference between the investment carrying value (including receivables from subsidiaries) and the Group's market capitalisation to understand the key reasons for the difference; and • assessed the appropriateness of the impairment recorded. We assessed and challenged the valuation approach and assumptions used by the third-party valuer commissioned by Management. This included understanding and challenging the independence, scope of work, discount rate, growth rate and other cashflow assumptions of Management's third-party valuation expert. We considered the adequacy of Management's disclosures, in particular the requirement to disclose further sensitivities where any possible negative change in a key assumption would lead to an additional impairment.	We completed our planned audit procedures, challenging various inputs and assumptions initially indicating an excess of recoverable amount over carrying value, with further iterations resulting in the recording of an impairment adjustment of €175.0m.

Independent Auditor's Report
to the Members of C&C Group plc (continued)

Our application of materiality

We apply the concept of materiality in planning and performing the audit, in evaluating the effect of identified misstatements on the audit and in forming our audit opinion.

Materiality

The magnitude of an omission or misstatement that, individually or in the aggregate, could reasonably be expected to influence the economic decisions of the users of the financial statements. Materiality provides a basis for determining the nature and extent of our audit procedures.

We determined materiality for the Group to be €3.30m, which is approximately 0.2% of the Group's Net Revenue (2023: €3.34m which represented approximately 5% of the Group's Profit before tax before non-recurring exceptional items). Given the fluctuation in the Group's results, we have chosen to base our materiality on the Group's Net Revenue as we consider it to be the most relevant performance metric to the Stakeholders of the Group.

During the course of our audit, we reassessed initial materiality and ultimately based our final materiality on 0.2% of the Group's Net Revenue.

Performance materiality

The application of materiality at the individual account or balance level. It is set at an amount to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds materiality.

On the basis of our risk assessments, together with our assessment of the Group's overall control environment, our judgement was that performance materiality was 50% (2023: 50%) of our planning materiality, namely €1.65m (2023: €1.67m). We have set performance materiality at this percentage based on our assessment of the risk of misstatements, both corrected and uncorrected, consistent with the prior year.

Audit work at component locations for the purpose of obtaining audit coverage over significant financial statement accounts is undertaken based on a percentage of total performance materiality. The performance materiality set for each component is based on the relative scale and risk of the component to the Group as a whole and our assessment of the risk of misstatement at that component. In the current year, the range of performance materiality allocated to components was €0.31m to €1.16m (2023: €0.30m to €1.13m).

Due to the findings contained in the Investigative Accountants' Report along with the results of our additional audit procedures we instructed component auditors to apply the lower end of testing threshold ranges in the performance of their audit procedures.

Reporting threshold

An amount below which identified misstatements are considered as being clearly trivial.

We agreed with the Audit Committee that we would report to them all uncorrected audit differences in excess of €0.166m (2023: €0.167m), which is set at 5% of planning materiality, as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds.

We evaluate any uncorrected misstatements against both the quantitative measures of materiality discussed above and in light of other relevant qualitative considerations in forming our opinion.

An overview of the scope of our audit report

Tailoring the scope

Our assessment of audit risk, our evaluation of materiality and our allocation of performance materiality determine our audit scope for each entity within the Group. Taken together, this enables us to form an opinion on the consolidated financial statements.

In assessing the risk of material misstatement to the Group financial statements, and to ensure we had adequate quantitative coverage of significant accounts in the financial statements, we selected 15 (2023: 15) components covering entities across Ireland and the UK which represent the principal business units within the Group.

Of the 15 (2023: 15) components selected, we performed an audit of the complete financial information of 13 (2023: 13) components ("full scope components") which were selected based on their size or risk characteristics. For the remaining 2 (2023: 2) components ("specific scope components"), we performed audit procedures on specific accounts within that component that we considered had the potential for the greatest impact on the significant accounts in the financial statements either because of the size of these accounts or their risk profile.

In addition to the 15 (2023: 15) components discussed above, we selected a further 2 (2023: 6) components where we performed procedures at the component level that were specified by the Group audit team in response to specific risk factors.

The reporting components where we performed audit procedures accounted for 99.4% of the Group's Loss before tax (2023: 99.1% of the Group's Profit before tax), 99.6% (2023: 99.6%) of the Group's Net Revenue and 98.3% (2023: 98.9%) of the Group's Total Assets. For the current year, the full scope components contributed 95.8% of the Group's Loss before tax (2023: 91.2% of the Group's Profit before tax), 99.6% (2023: 99.6%) of the Group's Net Revenue and 98.3% (2023: 97.3%) of the Group's Total Assets. The specific scope components contributed 0.6% of the Group's Loss before tax (2023: 0.3% of the Group's Profit before tax), 0.0% (2023: 0.0%) of the Group's Net Revenue and 0.0% (2023: 0.0%) of the Group's Total Assets. The components where we performed specified procedures that were determined by the Group audit team in response to specific risk factors contributed 3.0% of the Group's Loss before tax (2023: 7.6% of the Group's Profit before tax), 0.0% (2023: 0.0%) of the Group's Net Revenue and 0.0% (2023: 1.6%) of the Group's Total Assets. The audit scope of these components

may not have included testing of all significant accounts of the component but will have contributed to the coverage of significant accounts tested for the Group.

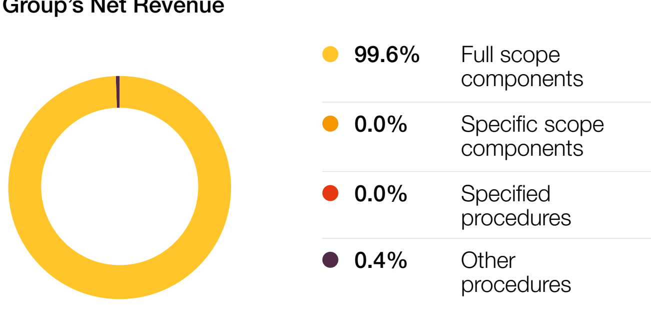
Of the remaining components that together represent 0.6% of the Group's Loss before tax (2023: 0.9% of the Group's Profit before tax), none are individually greater than 5% of the Group's Loss before tax (2023: 5% of the Group's Profit before tax). For these components, we performed other procedures, including analytical review, testing of consolidation journals and intercompany eliminations and foreign currency translation recalculations to respond to any potential risks of material misstatement to the Group financial statements.

The charts below illustrate the coverage obtained from the work performed by our audit teams.

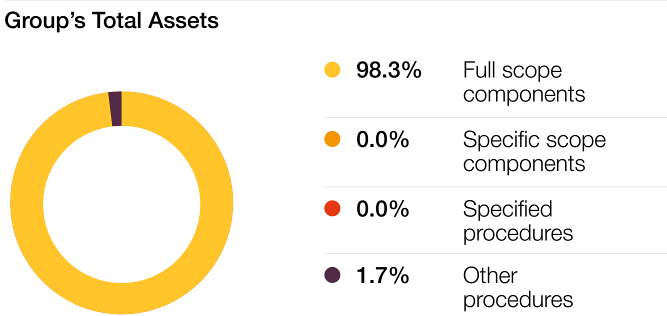
Group's Loss before tax

95.8%	Full scope components
0.6%	Specific scope components
3.0%	Specified procedures
0.6%	Other procedures

Group's Net Revenue



Group's Total Assets



Involvement with component teams

In establishing our overall approach to the Group audit, we determined the type of work that needed to be undertaken at each of the components by us, as the primary audit engagement team, or by component auditors from other EY global network firms operating under our instruction. Where the work was performed by component auditors, we determined the appropriate level of involvement to enable us to determine that sufficient audit evidence had been obtained as a basis for our opinion on the Group as a whole.

We issued detailed instructions to each component auditor in scope for the Group audit, with specific audit requirements and requests across key areas and maintained regular communication throughout the audit cycle. This included specific instructions in relation to the matters identified during the year, including those items identified in the Investigative Accountants' Report. During the current year's audit cycle, a visit was undertaken by the primary audit team to the Clonmel site in Ireland. For all component teams, we held a planning call and weekly calls during the cycle of the audit, held discussions with local Management and attended closing meetings. On these calls with our component teams, we discussed the audit approach, issues arising, impact of the Investigation and other matters identified during the year on each component and details of additional audit work required to address the findings in the Investigative Accountants' Report. The Group audit team performed file reviews for all full scope components.

The Group audit team interacted regularly with the component teams, where appropriate, during various stages of the audit, reviewed and evaluated the work performed by these teams, including review of key reporting documents, in accordance with the ISAs (Ireland) and were responsible for the overall planning, scoping and direction of the Group audit process. Senior members of the Group audit team also participated in component planning, interim and closing meeting calls during which the planning and results of the audits were discussed with the component auditors, local Management and Group Management. This, together with the additional procedures performed at Group level (including audit procedures over material head office entities, pensions, share based payments, valuation of property, plant & equipment, leases, impairment of goodwill and intangible assets, classification of exceptional items, treasury, tax, financial statement disclosures and the forensic work performed by our team of forensic specialists) gave us appropriate evidence for our opinion on the Group financial statements.

Independent Auditor's Report
to the Members of C&C Group plc (continued)

Other conclusions relating to principal risks, going concern and viability statement

We have nothing to report in respect of the following information in the Annual Report, in relation to which the ISAs (Ireland) require us to report to you whether we have anything material to add or draw attention to:

- the disclosures in the Annual Report (set out on pages 32 to 41) that describe the principal risks and explain how they are being managed or mitigated;
- the directors' confirmation (set out on page 34) in the Annual Report that they have carried out a robust assessment of the principal risks facing the Group and the parent Company, including those that would threaten its business model, future performance, solvency or liquidity;
- the directors' statement (set out on page 40) in the financial statements about whether the directors considered it appropriate to adopt the going concern basis of accounting in preparing the financial statements and the directors' identification of any material uncertainties to the Group's and the parent Company's ability to continue to do so over a period of at least twelve months from the date of approval of the financial statements;
- whether the directors' statement relating to going concern required under the Listing Rules is materially inconsistent with our knowledge obtained in the audit; or
- the directors' explanation (set out on page 41) in the Annual Report as to how they have assessed the prospects of the Group and the parent Company, over what period they have done so and why they consider that period to be appropriate, and their statement as to whether they have a reasonable expectation that the Group and the parent Company will be able to continue in operation and meet its liabilities as they fall due over the period of their assessment, including any related disclosures drawing attention to any necessary qualifications or assumptions.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

In this context, we also have nothing to report in regard to our responsibility to specifically address the following items in the other information and to report as uncorrected material misstatements of the other information where we conclude that those items meet the following conditions:

- *Fair, balanced and understandable* (set out on page 119) – the statement given by the directors that they consider the Annual Report and financial statements taken as a whole is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's and the parent Company's performance, business model and strategy, is materially inconsistent with our knowledge obtained in the audit; or
- *Audit committee reporting* (set out on pages 114 to 122) – the section describing the work of the audit committee does not appropriately address matters communicated by us to the audit committee or is materially inconsistent with our knowledge obtained in the audit; or
- *Directors' statement of compliance with the UK Corporate Governance Code* (set out on page 112) – the parts of the directors' statement required under the Listing Rules relating to the Company's compliance with the UK Corporate Governance Code containing provisions specified for review do not properly disclose a departure from a relevant provision of the UK Corporate Governance Code.

Opinions on other matters prescribed by the Companies Act 2014

In our opinion, based solely on the work undertaken in the course of the audit, we report that:

- the information given in the Directors' Report, other than those parts dealing with the non-financial statement pursuant to the requirements of S.I. No. 360/2017 on which we are not required to report in the current year, is consistent with the financial statements; and
- the Directors' Report, other than those parts dealing with the non-financial statement pursuant to the requirements of S.I. No. 360/2017 on which we are not required to report in the current year, has been prepared in accordance with the Companies Act 2014.

We have obtained all the information and explanations which, to the best of our knowledge and belief, are necessary for the purposes of our audit.

In our opinion the accounting records of the Company were sufficient to permit the financial statements to be readily and properly audited and the Company Balance Sheet is in agreement with the accounting records.

Matters on which we are required to report by exception

Based on the knowledge and understanding of the Group and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.
The Companies Act 2014 requires us to report to you if, in our opinion, the disclosures required by sections 305 to 312 of the Act, which relate to disclosures of directors' remuneration and transactions, are not complied with by the Company. We have nothing to report in this regard.

We have nothing to report in respect of section 13 of the European Union (Disclosure of Non-Financial and Diversity Information by certain large undertakings and groups) Regulations 2017, which require us to report to you if, in our opinion, the Company has not provided in the non-financial statement the information required by Section 5(2) to (7) of those Regulations, in respect of 28 February 2023.

Respective responsibilities

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on page 164, the directors are responsible for the preparation of the financial statements in accordance with the applicable financial reporting framework that give a true and fair view, and for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Group and the parent Company's ability to continue as going concerns, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Group or the parent Company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (Ireland) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Explanation to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud, that could reasonably be expected to have a material effect on the financial statements. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. In addition, the further removed any non-compliance is from the events and transactions reflected in the financial statements, the less likely it is that our procedures will identify such non-compliance. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the Company and Management.

Independent Auditor's Report
to the Members of C&C Group plc (continued)

Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the Group across the various jurisdictions globally in which the Group operates. We determined that the most significant are those that relate to the form and content of external financial and corporate governance reporting including company law, tax legislation, employment law and regulatory compliance.
- We understood how C&C Group plc is complying with those frameworks by making enquiries of Management, internal audit, those responsible for legal and compliance procedures and the Company Secretary. We corroborated our enquiries through our review of the Group's compliance policies, board minutes, papers provided to the Audit Committee and correspondence with regulatory bodies.
- We assessed the susceptibility of the Group's financial statements to material misstatement, including how fraud might occur, by meeting with Management, including within various parts of the business, to understand where they considered there was susceptibility to fraud. We also considered performance targets and the potential for Management to influence earnings or the perceptions of analysts. Where this risk was considered to be higher, we performed audit procedures to address each identified fraud risk. These procedures included testing manual journals and were designed to provide reasonable assurance that the financial statements were free from fraud or error.
- Based on this understanding we designed our audit procedures to identify non-compliance with such laws and regulations. Our procedures included a review of board minutes to identify any non-compliance with laws and regulations, a review of the reporting to the Audit Committee on compliance with regulations, enquiries of internal and external legal counsel and Management.
- We have evaluated Management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of internal controls) and determined that the principal issues identified related to:
  - inventory existence and valuation;
  - other balance sheet matters (including accounting for Goods Received Not Invoiced balances ('GRNI'), as well as other items);
  - failures in the Group's reporting processes, including the breakdown in internal controls and governance frameworks during the year and in prior years as a result of the override of the Group's internal controls; and
  - lack of transparency over representations and correctness and accuracy of information provided to the External Auditor, and to the Audit Committee and Board of Directors, at the time the items arose and in subsequent financial years.
- Our additional audit procedures included:
  - engaging our forensic specialists to examine the scope and results of the work carried out by the Investigative Accountants by holding discussions with this team, reviewing their supporting evidence and, performing additional procedures which included considering the sufficiency, appropriateness of the investigation performed and the competency and objectivity of individuals undertaking it;
  - enhancing oversight of our component teams with a particular focus to identify if there were similar issues arising beyond those items in the scope of the Investigative Accountants' Report. This involved holding regular meetings with the component teams, reviewing journal entry testing around releases to the Consolidated Income Statement and understanding the trigger point for these releases, challenging Management's judgements in respect of these releases, identifying additional releases and challenging the phasing of adjustments across financial periods being reflected in the prior period adjustments;
  - reviewing for unusual journal entries made during the year with a particular focus on manual journals, out-of-period adjustments recorded during the year and incorporating an element of unpredictability in our selection criteria;
  - discussed the Investigative Accountants' Report with the Audit Committee and the Board of Directors, to understand their views on the matters identified, and their understanding of the background to these matters and how they originated. We challenged Management, the Audit Committee and the Board of Directors as to how they had satisfied themselves that there were not similar occurrences elsewhere in the Group. We reviewed their approach and the resulting findings. We challenged the Audit Committee and the Board of Directors on their process for review and approval of the FY24 Annual Report and Accounts;
  - performed procedures on the prior period adjustments determined by Management to assess completeness, accuracy and timing of these adjustments. We challenged judgements and assumptions used by reference to evidence obtained through the findings in the Investigative Accountants' Report, our knowledge of the matters, our understanding of the business and from our other audit procedures;
  - In light of the findings in the Investigative Accountants' Report over the lack of transparency in respect of representations and the inaccuracy of information provided, in prior period audits, to the External Auditor, the Audit Committee and the Board of Directors, we considered the risk of management bias and sought further corroborative and third-party evidence

throughout our audit procedures and evaluated our findings. Additionally, we sought additional representations from the new Group CFO, the Audit Committee and the Board of Directors;
- audited the disclosures of the prior period adjustments as reflected in Note 31 to the Group financial statements for compliance with the requirements of IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors'. We read all disclosures in the Annual Report and Accounts associated with these matters, including the description of the implications they had on the Board of Directors' report on their review of the effectiveness of the Group's risk management and internal control systems, and considered whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

A further description of our responsibilities for the audit of the financial statements is located on the IAASA's website at: http://www.iaasa.ie/getmedia/b2389013-1cf6-458b-9b8f-a98202dc9c3a/Description_of_auditors_responsibilities_for_audit.pdf. This description forms part of our auditor's report.

The purpose of our audit work and to whom we owe our responsibilities

Our report is made solely to the Company's members, as a body, in accordance with section 391 of the Companies Act 2014. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Dermot Quinn
for and on behalf of
Ernst & Young Chartered Accountants and Statutory Audit Firm
Office: Dublin
Date: 27 June 2024

Consolidated Income Statement
For the financial year ended 29 February 2024

	Notes	Year ended 29 February 2024 Before exceptional items €m	Exceptional items (note 5) €m	Total €m	Year ended 28 February 2023 (restated) Before exceptional items €m	Exceptional items (note 5) €m	Total €m
Revenue	1	**2,023.0**	**-**	**2,023.0**	2,063.8	-	2,063.8
Excise duties		**(370.5)**	**-**	**(370.5)**	(377.6)	-	(377.6)
Net revenue	1	**1,652.5**	**-**	**1,652.5**	1,686.2	-	1,686.2
Operating costs	2	**(1,592.5)**	**(144.4)**	**(1,736.9)**	(1,603.6)	(12.4)	(1,616.0)
Group operating (loss)/profit	1	**60.0**	**(144.4)**	**(84.4)**	82.6	(12.4)	70.2
Impairment of assets held for sale	5	**-**	**(3.3)**	**(3.3)**	-	-	-
Profit on disposal	5	**-**	**-**	**-**	-	1.1	1.1
Finance income	6	**0.2**	**0.2**	**0.4**	-	0.2	0.2
Finance expense	6	**(21.4)**	**(2.9)**	**(24.3)**	(16.7)	(2.6)	(19.3)
(Loss)/profit before tax		**38.8**	**(150.4)**	**(111.6)**	65.9	(13.7)	52.2
Income tax expense	7	**(6.9)**	**5.0**	**(1.9)**	(14.4)	2.5	(11.9)
Group (loss)/profit for the financial year		**31.9**	**(145.4)**	**(113.5)**	51.5	(11.2)	40.3
Basic earnings per share (cent)	9			**(29.0)**			10.3
Diluted earnings per share (cent)	9			**(29.0)**			10.3

All of the results are related to continuing operations.

In the year ended 29 February 2024, the Group restated the prior year financial information. Details of the restatements are contained in note 31.

Consolidated Statement of Comprehensive Income
For the financial year ended 29 February 2024

	Notes	2024 €m	2023 (restated) €m
Other Comprehensive Income:			
Items that may be reclassified to Income Statement in subsequent years:			
Foreign currency translation differences arising on the net investment in foreign operations	6	**9.2**	(19.8)
Foreign currency recycled on disposal of assets held for sale	6	**-**	0.4
(Loss)/gain relating to cash flow hedges	24	**(0.8)**	1.2
Items that will not be reclassified to Income Statement in subsequent years:			
Revaluation of property, plant & equipment	11	**0.2**	(0.7)
Deferred tax on revaluation of property, plant and equipment	22	**(0.2)**	0.3
Actuarial (loss)/gain on retirement benefits	23	**(9.9)**	4.3
Deferred tax on actuarial gain	22	**1.4**	0.1
Net loss recognised directly within Other Comprehensive Income		**(0.1)**	(14.2)
Group (loss)/profit for the financial year		**(113.5)**	40.3
Total comprehensive (loss)/income for the financial year		**(113.6)**	26.1

In the year ended 29 February 2024, the Group restated the prior year financial information. Details of the restatements are contained in note 31.

Consolidated Balance Sheet
As at 29 February 2024

	Notes	2024 €m	2023 (restated) €m	1 March 2022 (restated) €m
ASSETS				
Non-current assets				
Property, plant & equipment	11	**247.7**	215.0	217.3
Goodwill & intangible assets	12	**521.9**	644.1	656.5
Equity accounted investments/financial assets	13	**1.4**	1.3	1.3
Retirement benefits	23	**34.3**	42.2	37.6
Deferred tax assets	22	**29.4**	26.3	27.7
Financial assets	10, 24	**4.9**	5.6	4.3
Trade & other receivables	15	**37.0**	38.0	43.0
		876.6	972.5	987.7
Current assets				
Inventories	14	**170.7**	162.7	159.7
Trade & other receivables	15	**149.1**	163.4	187.4
Current income tax assets		**2.0**	1.0	-
Financial assets	20	**0.7**	-	-
Cash		**160.1**	115.3	64.7
		482.6	442.4	411.8
Assets held for sale	16	**8.4**	-	65.8
		491.0	442.4	477.6
TOTAL ASSETS		**1,367.6**	1,414.9	1,465.3
EQUITY				
Capital and reserves				
Equity share capital	26	**4.0**	4.0	4.0
Share premium	26	**347.2**	347.2	347.2
Treasury shares	26	**(36.3)**	(36.4)	(37.9)
Other reserves	26	**89.2**	81.1	99.6
Retained income		**182.9**	326.2	281.2
Total Equity		**587.0**	722.1	694.1
LIABILITIES				
Non-current liabilities				
Lease liabilities	19	**90.8**	60.3	62.3
Interest bearing loans & borrowings	20	**218.7**	100.0	219.4
Other financial liabilities	25	**5.8**	-	-
Provisions	18	**7.9**	15.3	3.9
Deferred tax liabilities	22	**35.7**	34.7	30.3
		358.9	210.3	315.9
Current liabilities				
Lease liabilities	19	**19.3**	16.3	20.7
Derivative financial liabilities	24	**0.2**	-	0.1
Other financial liabilities	25	**1.0**	-	-
Trade & other payables	17	**397.6**	364.8	383.5
Interest bearing loans & borrowings	20	**-**	94.2	36.6
Provisions	18	**2.2**	7.2	8.2
Current income tax liabilities		**-**	-	6.2
		420.3	482.5	455.3
Liabilities directly associated with the assets held for sale	16	**1.4**	-	-
Total liabilities		**780.6**	692.8	771.2
TOTAL EQUITY & LIABILITIES		**1,367.6**	1,414.9	1,465.3

In the year ended 29 February 2024, the Group restated the prior year financial information. Details of the restatement are contained in note 31.

On behalf of the Board

R Findlay
Chair and Chief Executive Officer

A Andrea
Chief Financial Officer

DATE
27 June 2024

Consolidated Cash Flow Statement
For the financial year ended 29 February 2024

	Notes	2024 €m	2023 (restated) €m
CASH FLOWS FROM OPERATING ACTIVITIES			
Group (loss)/profit for the year		**(113.5)**	40.3
Finance income	6	**(0.4)**	(0.2)
Finance expense	6	**24.3**	19.3
Income tax expense	7	**1.9**	11.9
Impairment of assets held for sale	5, 12	**3.3**	-
Impairment of intangible assets	12	**125.0**	-
Depreciation of property, plant & equipment	2, 11, 19	**31.3**	30.9
Amortisation of intangible assets	2, 12	**2.4**	2.5
Net profit on disposal of property, plant & equipment	5	**-**	(1.1)
Rights Issue costs recorded as exceptional	5	**-**	0.7
Charge for equity settled share-based payments	4	**0.9**	1.9
Pension contributions: adjustment from credit to payment	23	**(1.9)**	(0.6)
		73.3	105.6
Increase in inventories		**(8.0)**	(8.8)
Decrease in trade & other receivables		**16.0**	20.3
Increase/(decrease) in trade & other payables		**38.9**	(10.6)
Decrease in provisions		**(12.3)**	10.9
		107.9	117.4
Interest and similar costs paid		**(20.5)**	(19.4)
Income taxes paid		**(4.1)**	(12.0)
Net cash inflow from operating activities		**83.3**	86.0
CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant & equipment	11	**(18.1)**	(11.5)
Purchase of intangible assets	12	**(1.9)**	(3.7)
Net proceeds on disposal of property, plant & equipment		**0.1**	-
Sale of Brand IP		**0.4**	-
Sale of asset held for sale	16	**-**	63.6
Sale of business – net of cash disposed	5, 10	**-**	0.7
Net cash (outflow)/inflow from investing activities		**(19.5)**	49.1
CASH FLOWS FROM FINANCING ACTIVITIES			
Dividends on ordinary shares	8	**(22.3)**	-
Drawdown of debt	21	**130.0**	48.5
Payment of debt issue costs	21	**(3.4)**	-
Repayment of debt	21	**(105.0)**	(108.5)
Payment of lease liabilities	19	**(20.2)**	(22.5)
Payment of Rights Issue costs	5	**-**	(0.7)
Net cash outflow from financing activities		**(20.9)**	(83.2)
Net increase in cash		**42.9**	51.9
Reconciliation of opening to closing cash			
Cash at beginning of year		**115.3**	64.7
Translation adjustment		**1.9**	(1.3)
Net increase in cash		**42.9**	51.9
Cash at end of financial year		**160.1**	115.3

A reconciliation of net debt is presented in note 21 to the financial statements.

Consolidated Statement of Changes in Equity
For the financial year ended 29 February 2024

	Equity share capital €m	Share premium €m	Other capital reserves* €m	Cash flow hedge reserve €m	Share-based payments reserve €m	Currency translation reserve €m	Revaluation reserve €m	Treasury shares €m	Retained income €m	Total €m
At 28 February 2022 (previously stated)	4.0	347.2	25.8	(0.1)	4.4	53.3	14.9	(36.0)	285.5	699.0
Prior period restatements	-	-	-	-	1.3	-	-	(1.9)	(4.3)	(4.9)
At 1 March 2022 restated	4.0	347.2	25.8	(0.1)	5.7	53.3	14.9	(37.9)	281.2	694.1
Profit for the financial year restated	-	-	-	-	-	-	-	-	40.3	40.3
Other comprehensive income/(loss)	-	-	-	1.2	-	(19.4)	(0.7)	-	4.7	(14.2)
Total comprehensive income/ (loss) restated	-	-	-	1.2	-	(19.4)	(0.7)	-	45.0	26.1
Reclassification of share-based payments reserve	-	-	-	-	(1.6)	-	-	-	1.6	-
Sale of treasury shares/purchase of shares to satisfy employee share entitlements (note 26)	-	-	-	-	-	-	-	1.4	(1.9)	(0.5)
Transfer of Treasury Shares	-	-	-	-	(0.1)	-	-	0.1	-	-
Equity settled share-based payments (note 4)	-	-	-	-	2.1	-	-	-	0.3	2.4
Total transactions with owners	-	-	-	-	0.4	-	-	1.5	-	1.9
At 28 February 2023 restated	4.0	347.2	25.8	1.1	6.1	33.9	14.2	(36.4)	326.2	722.1
Loss for the financial year	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(113.5)**	**(113.5)**
Other comprehensive (loss)/income	**-**	**-**	**-**	**(0.8)**	**-**	**9.2**	**0.2**	**-**	**(8.7)**	**(0.1)**
Total comprehensive income/ (expense)	**-**	**-**	**-**	**(0.8)**	**-**	**9.2**	**0.2**	**-**	**(122.2)**	**(113.6)**
Dividend on ordinary shares	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(22.4)**	**(22.4)**
Reclassification of share-based payments reserve	**-**	**-**	**-**	**-**	**(1.7)**	**-**	**-**	**-**	**1.7**	**-**
Sale of treasury shares/purchase of shares to satisfy employee share entitlements (note 26)	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(0.1)**	**(0.4)**	**(0.5)**
Transfer of Treasury Shares	**-**	**-**	**-**	**-**	**(0.2)**	**-**	**-**	**0.2**	**-**	**-**
Equity settled share-based payments (note 4)	**-**	**-**	**-**	**-**	**1.4**	**-**	**-**	**-**	**-**	**1.4**
Total transactions with owners	**-**	**-**	**-**	**-**	**(0.5)**	**-**	**-**	**0.1**	**(21.1)**	**(21.5)**
At 29 February 2024	**4.0**	**347.2**	**25.8**	**0.3**	**5.6**	**43.1**	**14.4**	**(36.3)**	**182.9**	**587.0**

*Other capital reserves include Other un-denominated reserve of €0.9m and the capital reserve of €24.9m

Company Balance Sheet
As at 29 February 2024

	Notes	2024 €m	2023 (restated) €m
ASSETS			
Non-current assets			
Financial assets	13	**985.1**	1,159.2
		985.1	1,159.2
Current assets			
Trade & other receivables	15	**611.2**	284.5
Financial assets	20	**0.1**	-
Cash		**0.3**	0.2
		611.6	284.7
TOTAL ASSETS		**1,596.7**	1,443.9
EQUITY			
Equity share capital	26	**4.0**	4.0
Share premium	26	**1,048.2**	1,048.2
Treasury Shares		**(2.6)**	(2.3)
Other reserves	26	**5.4**	5.9
Retained income		**388.3**	233.6
Total equity		**1,443.3**	1,289.4
LIABILITIES			
Non-current liabilities			
Interest bearing loans & borrowings	20	**101.1**	99.7
		101.1	99.7
Current liabilities			
Interest bearing loans & borrowings	20	**-**	(0.8)
Trade & other payables	17	**52.3**	55.6
		52.3	54.8
Total liabilities		**153.4**	154.5
TOTAL EQUITY & LIABILITIES		**1,596.7**	1,443.9

As permitted by section 304 of the Companies Act 2014, the Company is availing of the exemption from presenting its separate Income Statement in the Financial Statements and from filing it with the Registrar of Companies. The Company's profit for the financial year is €175.4m (FY2023: restated profit of €209.6m). In the current financial year, there were dividends received of €363.1m from subsidiaries (FY2023: €219.9m).

On behalf of the Board

R Findlay
Chair and Chief Executive Officer

A Andrea
Chief Financial Officer

DATE
27 June 2024

Company Statement of Changes in Equity
For the financial year ended 29 February 2024

	Equity share capital	Share premium	Treasury Shares	Other undenominated reserve	Share-based payments reserve	Retained income	Total
	€m	€m	€m	€m	€m	€m	€m
Company							
At 28 February 2022	4.0	1,048.2		0.9	3.3	21.5	1,077.9
Prior period restatements	-	-	(1.9)	-	1.3	0.9	0.3
Total comprehensive income	4.0	1,048.2	(1.9)	0.9	4.6	22.4	1,078.2
Profit for the financial year	-	-		-	-	209.6	209.6
Total comprehensive income	-	-		-	-	209.6	209.6
Purchase of Treasury Shares			(0.5)				(0.5)
Reclassification of share-based payments reserve	-	-		-	(1.6)	1.6	-
Transfer of Treasury shares			0.1		(0.1)	-	
Equity settled share-based payments (note 4)	-	-		-	2.1	-	2.1
Total transactions with owners	-	-	(0.4)	-	0.4	1.6	1.6
At 28 February 2023 (restated)	4.0	1,048.2	(2.3)	0.9	5.0	233.6	1,289.4
Profit for the financial year	**-**	**-**	**-**	**-**	**-**	**175.4**	**175.4**
Total comprehensive income						**175.4**	**175.4**
Dividend on ordinary shares	**-**	**-**		**-**	**-**	**(22.4)**	**(22.4)**
Purchase of Treasury shares	**-**	**-**	**(0.5)**	**-**	**-**	**-**	**(0.5)**
Transfer of Treasury shares		**-**	**0.2**		**(0.2)**	**-**	**-**
Reclassification of share-based payments reserve	**-**	**-**		**-**	**(1.7)**	**1.7**	**-**
Equity settled share-based payments (note 4)	**-**	**-**		**-**	**1.4**	**-**	**1.4**
Total transaction with owners	**-**	**-**	**(0.3)**	**-**	**(0.5)**	**(20.7)**	**(21.5)**
At 29 February 2024	**4.0**	**1,048.2**	**(2.6)**	**0.9**	**4.5**	**388.3**	**1,443.3**

Statement of Accounting Policies
For the year ended 29 February 2024

Material accounting policies

C&C Group plc (the 'Company') is a company incorporated and tax resident in Ireland. The Group's financial statements for the year ended 29 February 2024 consolidate the individual financial statements of the Company and all subsidiary undertakings (together referred to as the 'Group') together with the Group's share of the results and net assets of equity accounted investments for the year ended 29 February 2024.

The Company and Group financial statements, together the 'financial statements', were authorised for issue by the Directors on 27 June 2024.

The accounting policies applied in the preparation of the financial statements for the year ended 29 February 2024 are set out below. Except if mentioned otherwise these have been applied consistently for all periods presented in these financial statements and by all Group entities.

Statement of compliance

The Group financial statements have been prepared in accordance with International Financial Reporting Standards ('IFRS'), as adopted by the EU and as applied in accordance with Companies Act 2014. The individual financial statements of the Company have been prepared in accordance with Financial Reporting Standard 101 *Reduced Disclosure Framework* ('FRS 101'). In accordance with Section 304 of the Companies Act 2014, the Company is availing of the exemption from presenting its individual Income Statement to the Annual General Meeting and from filing it with the Registrar of Companies.

In these financial statements, the Company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- A cash flow statement and related notes;
- Disclosures in respect of transactions with wholly-owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs; and
- Disclosures in respect of the compensation of Key Management Personnel.

As the financial statements of the Group include the equivalent disclosures, the Company has also taken exemptions under FRS 101 available in respect of the following disclosures:

- IFRS 2 *Share-Based Payments* in respect of Group equity settled share-based payments.

Changes in accounting policies and disclosures

IFRS as adopted by the EU applied by the Company and Group in the preparation of these financial statements are those that were effective for accounting periods ending on or before 29 February 2024. The IASB have issued the following standards, policies, interpretations and amendments which were effective for the Group for the first time in the year ended 29 February 2024:

IFRS 17 Insurance Contracts

- In May 2017, the IASB issued IFRS 17 *Insurance Contracts*, a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. IFRS 17 replaces IFRS 4 *Insurance Contracts*.
- In June 2020, the IASB issued amendments to IFRS 17. These amendments included changing the effective date to 2023.
- In September 2017, the Board established a Transition Resource Group ('TRG') for IFRS 17 to analyse implementation related questions. The TRG met four times and while no further meetings have been scheduled, the TRG submission process remains open for stakeholders to send in questions they believe meet the TRG submission criteria.

The amendments are effective for annual reporting periods beginning on or after 1 January 2023 with comparative figures required, however the amendment does not have a material impact on the Group.

Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2

- In February 2021, the Board issued amendments to IAS 1 *Presentation of Financial Statements* and IFRS Practice Statement 2 *Making Materiality Judgements* ('the PS'), in which it provides guidance and examples to help entities apply materiality judgements to accounting policy disclosures. The amendments aim to help entities provide accounting policy disclosures that are more useful by:
  - Replacing the requirement for entities to disclose their 'significant accounting policies' with a requirement to disclose 'material accounting policy information' and;
  - Adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The amendment is effective for annual reporting periods beginning on or after 1 January 2023 and has been adopted in these financial statements.

Definition of Accounting Estimates - Amendments to IAS 8

- In February 2021, the Board issued amendments to IAS 8, in which it introduces a new definition of 'accounting estimates'. The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and the correction of errors. Also, they clarify how entities use measurement techniques and inputs to develop accounting estimates.

The amendments are effective for annual reporting periods beginning on or after 1 January 2023. The amendment does not have a material impact on the Group.

Statement of Accounting Policies
For the year ended 29 February 2024 (continued)

Deferred Tax related to Assets and Liabilities arising from a Single Transaction – Amendments to IAS 12

- In May 2021, the Board issued amendments to IAS 12 *Income Taxes*, which narrow the scope of the initial recognition exception under IAS 12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments are effective for annual reporting periods beginning on or after 1 January 2023. The amendments do not have a material impact on the Group.

International Tax Reform – Pillar Two Model Rules – Amendments to IAS 12

- In May 2023, the Board issued amendments to IAS 12, which introduce a mandatory exception in IAS 12 from recognising and disclosing deferred tax assets and liabilities related to Pillar Two income taxes.
- The amendments clarify that IAS 12 applies to income taxes arising from tax law enacted or substantively enacted to implement the Pillar Two Model Rules published by the Organization for Economic Cooperation and Development ('OECD'), including tax law that implements qualified domestic minimum top-up taxes. Such tax legislation, and the income taxes arising from it, are referred to as 'Pillar Two legislation' and 'Pillar Two income taxes', respectively.

The amendments are effective immediately upon issuance, but certain disclosure requirements are effective later. The Group has applied the exception in IAS 12 Income Taxes to recognising and disclosing information about deferred tax assets and liabilities to Pillar Two taxes.

IFRS and IFRIC interpretations being adopted in subsequent years

A number of new standards, amendments to standards and interpretations are not yet effective for the year ended 29 February 2024 and have not been applied in preparing these consolidated financial statements.

These following new standards, amendments and interpretations are either not expected to have a material impact on the consolidated financial statements once applied or are still under assessment by the Group.

Lack of exchangeability – Amendments to IAS 21

- In August 2023, the Board issued *Lack of Exchangeability* (Amendments to IAS 21).
- The amendment to IAS 21 specifies how an entity should assess when a currency is exchangeable into another currency and how it should estimate a spot exchange rate when a currency lacks exchangeability.
- A currency is considered to be exchangeable into another currency when an entity is able to exchange that currency for the other currency at the measurement date and for a specified purpose.
- If a currency is not exchangeable into another currency, an entity is required to estimate the spot exchange rate at the measurement date. An entity's objective in estimating the spot exchange rate is to reflect the rate at which an orderly exchange transaction would take place at the measurement date between market participants under prevailing economic conditions. The amendments note that an entity can use an observable exchange rate without adjustment or another estimation technique.

The amendments are effective for annual periods beginning on or after 1 January 2025. The impact of this standard is currently under assessment, but is not expected to have any material impact on the Group.

Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants – Amendments to IAS 1

- In January 2020 and October 2022, the Board issued amendments to IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:
  - What is meant by a right to defer settlement
  - That a right to defer settlement must exist at the end of the reporting period
  - That classification is unaffected by the likelihood that an entity will exercise its deferral right
  - That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification
  - Disclosure requirements have been added where a non-current liability is contingent upon compliance with future covenants within a 12 months.

The amendments are effective for annual reporting periods beginning on or after 1 January 2024. The amendment does not have a material impact on the Group.

Lease Liability in a Sale and Leaseback – Amendments to IFRS 16

- In September 2022, the Board issued *Lease Liability in a Sale and Leaseback* (Amendments to IFRS 16).
- The amendment to IFRS 16 Leases specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains.

- After the commencement date in a sale and leaseback transaction, the seller-lessee applies paragraphs 29 to 35 of IFRS 16 to the right-of-set asset arising from the leaseback and paragraphs 36 to 46 of IFRS 16 to the lease liability arising from the leaseback. In applying paragraphs 36 to 46, the seller-lessee determines 'lease payments' or 'revised lease payments' in such a way that the seller-lessee would not recognise any amount of the gain or loss that relates to the right of use retained by the seller-lessee. Applying these requirements does not prevent the seller-lessee from recognising, in profit or loss, any gain or loss relating to the partial or full termination of a lease, as required by paragraph 46(a) of IFRS 16.
- The amendment does not prescribe specific measurement requirements for lease liabilities arising from a leaseback. The initial measurement of the lease liability arising from a leaseback may result in a seller-lessee determining 'lease payments' that are different from the general definition of lease payments in Appendix A of IFRS 16. The seller-lessee will need to develop and apply an accounting policy in accordance with IAS 8 that results in information that is relevant and reliable.

The amendments are effective for annual reporting periods beginning on or after 1 January 2024. The amendment is not expected to have a material impact on the Group.

IFRS 18 – Presentation and Disclosure in Financial Statements

- In April 2024, the Board issued IFRS 18 Presentation and Disclosure in Financial Statements which replaces IAS 1 Presentation of Financial Statements.
- IFRS 18 introduces new requirements on presentation within the statement of profit or loss, including totals and subtotals. It also requires disclosure of management-defined performance measures and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes. These new requirements are expected to impact all reporting entities.
- Narrow scope amendments have been made to IAS 7 Statement of Cash Flows and some requirements previously included within IAS 1 have been moved to IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors, which has also been renamed IAS 8 Basis of Preparation of Financial Statements. IAS 34 Interim Financial Reporting was amended to require disclosure of management-defined performance measures. Minor consequential amendments to other standards were also made.

IFRS 18, and the amendments to the other standards, is effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. The impact of this standard is currently under assessment and will be adopted at a later date.

Material accounting policies

The material accounting policies applied by the Group in the preparation of these financial statements are as follows:

Basis of preparation

The Group and the individual financial statements of the Company are prepared on the going concern and historical cost basis, except for, retirement benefits, the revaluation of certain items of property, plant & equipment, share-based payments at date of grant and derivative financial instruments. The accounting policies have been applied consistently by Group entities and for all periods presented.

The financial statements are presented in Euro millions to one decimal place.

(i) Going concern basis

The Directors have adopted the going concern basis in preparing the financial statements after assessing the Group's principal risks.

Management of liquidity and net debt have been a key focus for the Group throughout FY2024. The Group have reported net debt including leases and liquidity of €168.0m and €390.1m respectively at 29 February 2024, compared with €155.5m and €470.3m respectively in FY2023. The Group delivered a leverage ratio of 1.8x Net Debt/EBITDA as at 29 February 2024.

The Group successfully completed a refinancing of its multi-currency facility and Euro term loan agreement which was repaid in a single instalment following the publication of the Group's FY2023 Results in May 2023. The Group entered into a new five-year committed sustainability-linked facility comprised of a €250m multi-currency revolving loan facility and a €100m non-amortising Euro term loan. The facility offers optionality of two 1-year extensions to the maturity date callable within 12 months and 24 months of the initial drawdown date respectively. The multi-currency facility and the Euro term syndicate comprises six banks - ABN Amro Bank, Allied Irish Bank, Bank of Ireland, Barclays Bank, HSBC and Rabobank. In FY2024, the Group exercised the first optional extension of the facilities, resulting in maturity being extended to January 2029 (FY2029) on both the multi-currency facility and Euro term loan.

Overall conclusion

The headroom on the covenants within the financing facilities have been reviewed in detail by management and assessed by the Directors. Given the return to unrestricted trading, revenue and volume growth in the Group's core markets, the implemented price increases, and cost hedge positions taken; the cash flow forecasts demonstrate significant headroom on the covenants within the financing facilities. Given the quantum of headroom, the Directors have concluded that the covenants will be satisfied and therefore consider it appropriate to adopt the going concern basis of accounting with no material uncertainties as to the Group's ability to continue to do so.

Statement of Accounting Policies
For the year ended 29 February 2024 (continued)

Basis of consolidation

The Group's financial statements consolidate the financial statements of the Company and all subsidiary undertakings together with the Group's share of the results of equity accounted investments for the year ended 29 February 2024.

(i) Subsidiaries
Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

(ii) Investments in associates and jointly controlled entities (equity accounted investments)
The Group's interests in equity accounted investments comprise interests in associates and joint ventures. Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Joint control is the contractually agreed sharing of control of the arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. The Group's investments in its joint ventures are accounted for using the equity method from the date joint control is deemed to arise until the date on which joint control ceases to exist or when the interest becomes classified as an asset held for sale. The Income Statement reflects the Group's share of profit after tax of the related joint ventures. Investments in joint ventures are carried in the Balance Sheet at cost, adjusted in respect of post-acquisition changes in the Group's share of net assets, less any impairment in value. If necessary, impairment losses on the carrying amount of an investment are reported within the Group's share of equity accounted investments results in the Income Statement.

Interests in associates are accounted for using the equity method. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and Other Comprehensive Income of associates, until the date on which significant influence ceases. Dividends receivable from associates reduce the carrying amount of the investment.

(iii) Transactions eliminated on consolidation
All intercompany balances and transactions, including unrealised gains arising from inter-group transactions, have been eliminated in full. Unrealised losses are eliminated in the same manner as unrealised gains except to the extent that they provide evidence of impairment.

Unrealised gains arising from transactions with equity accounted investments are eliminated against the investment to the extent of the Group's interest in the investment.

(iv) Company Financial Statements
Investments in subsidiaries are carried at cost less provision for impairment. Dividend income is recognised when the right to receive payment is established.

Property, plant and equipment (note 11)

Property (comprising freehold land & buildings) is recognised at estimated fair value with the changes in the value of the property reflected in Other Comprehensive Income in the case of a revaluation gain, to the extent it does not reverse previously recognised losses, or as an impairment loss in the Income Statement to the extent it does not reverse previously recognised revaluation gains. The fair value is based on estimated market value at the valuation date, being the estimated amount that would be received to sell the property in an orderly transaction between market participants at the measurement date, to the extent that an active market exists. Such valuations are determined based on benchmarking against comparable transactions for similar properties in similar locations as those of the Group or on the use of valuation techniques including the use of market yields on comparable properties. If no active market exists or there are no other observable comparative transactions, the fair value may be determined using a valuation technique known as a Depreciated Replacement Cost approach.

Plant & machinery is carried at its revalued amount. In view of the specialised nature of the Group's plant & machinery and the lack of comparable market-based evidence of a similar plant sold, upon which to base a market approach of fair value, the Group uses a Depreciated Replacement Cost approach to determine a fair value for such assets.

Depreciated Replacement Cost is assessed, firstly, by the identification of the gross replacement cost for each class of plant & machinery. A depreciation factor derived from both the physical and functional obsolescence of each class of asset, taking into account estimated residual values at the end of the life of each class of asset, is then applied to the gross replacement cost to determine the net replacement cost. An economic obsolescence factor, which is derived based on current and anticipated capacity or utilisation of each class of plant & machinery as a function of total available production capacity, is applied to determine the Depreciated Replacement Cost.

Motor vehicles & other equipment are stated at cost less accumulated depreciation and impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. When parts of an item of property, plant & equipment have different useful lives, they are accounted for as separate items (major components) of property, plant & equipment. Subsequent costs are included in an asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group.

Property, plant & equipment, other than freehold land and assets under construction, which are not depreciated, were depreciated using the following rates which are calculated to write-off the value of the asset, less the estimated salvage value of 5% for other plant & machinery and 15% for storage tanks, over its expected useful life:

Land & Buildings	
Land	n/a
Buildings – ROI, Portugal	2 - 6% straight-line
Buildings – UK	2 - 3% straight-line

Plant & Machinery	
Storage tanks	2 - 7% straight-line
Other plant & machinery	6 - 32% reducing balance

Motor Vehicles & Other Equipment	
Motor vehicles	15% straight-line
Other equipment incl returnable bottles, cases and kegs	5 - 25% straight-line

Judgement is involved in the depreciation policy applied to certain fixed assets where there is considered to be a salvage value. The Group considers that such assets have a salvage value equal to 5% of cost for other plant & machinery and 15% for storage tanks, based on the expected scrap value of the associated assets. The salvage value and useful lives of property, plant & equipment are reviewed and adjusted if appropriate at each reporting date to take account of any changes that could affect prospective depreciation charges and asset carrying values. When determining useful economic lives, the principal factors the Group takes into account are the intensity at which the assets are expected to be used, expected requirements for the equipment and technological developments.

On disposal of property, plant & equipment, the cost or valuation and related accumulated depreciation and impairments are removed from the Balance Sheet and the net amount, less any proceeds, is taken to the Income Statement and any amounts included within the revaluation reserve transferred to the retained income reserve.

The carrying amounts of the Group's property, plant & equipment are reviewed at each balance sheet date to determine whether there is any indication of impairment. An impairment loss is recognised when the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount (being the greater of fair value less costs to sell and value in use). Impairment losses are debited directly to equity under the heading of revaluation reserve to the extent of any credit balance existing in the revaluation reserve account in respect of that asset with the remaining balance recognised in the Income Statement.

Certain property, plant & equipment is remeasured to fair value at regular intervals. In these cases, the revaluation surplus is credited directly to Other Comprehensive Income and accumulated in equity under the heading of revaluation reserve, unless it reverses a revaluation decrease on the same asset previously recognised as an expense, where it is first credited to the Income Statement to the extent of the previous write down.

Leases (note 11 and note 19)

The Group enters into leases for a range of assets, principally relating to land & buildings, plant & machinery and motor vehicles & other equipment. These leases have varying terms, renewal rights and escalation clauses.

A contract contains a lease if it is enforceable and conveys the right to control the use of a specified asset for a period of time in exchange for consideration, which is assessed at inception.

Group as a lessee
(i) Right-of-use assets
The Group recognises a right-of-use asset at the commencement date for contracts containing a lease. The commencement date is the date at which the asset is made available for use by the Group.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the lease liability adjusted for any payments made at or before the commencement date, initial direct costs incurred, lease incentives received and an estimate of the cost to dismantle or

Statement of Accounting Policies
For the year ended 29 February 2024 (continued)

restore the underlying asset or the site on which it is located at the end of the lease term. The right-of-use asset is depreciated over the lease term or, where a purchase option is reasonably certain to be exercised, over the useful economic life of the asset in line with depreciation rates for owned property, plant & equipment. The right-of-use asset is tested periodically for impairment if any impairment indicator is considered to exist.

(ii) Lease liabilities
At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The commencement date is the date at which the asset is made available for use by the Group. Lease payments include fixed payments less any lease incentives receivable, variable payments that are dependent on a rate or index known at the commencement date, payments for an optional renewal period and purchase and termination option payments, if the Group is reasonably certain to exercise those options. Management applies judgement in determining whether it is reasonably certain that a renewal, termination or purchase option will be exercised.

The lease liability is initially measured at the present value of the future lease payments, discounted using the incremental borrowing rate or the interest rate implicit in the lease, if this is readily determinable, over the remaining lease term. Incremental borrowing rates are calculated using a portfolio approach, based on the risk profile of the entity holding the lease and the term and currency of the lease.

After initial recognition, the lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments or when the Group changes its assessment of whether it is reasonably certain to exercise an option within the contract. A corresponding adjustment is made to the carrying amount of the right-of-use asset.

The Group chooses whether or not to include certain non-lease components, such as maintenance costs, in the measurement of the right-of-use asset and lease liability on an underlying asset class as afforded by the practical expedients in the standard. Where the non-lease components are not included, the costs are separated from lease payments and are expensed as incurred.

(iii) Short-term leases and leases of low-value assets
The Group applies the short-term lease recognition exemption to its short-term leases (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases where the underlying asset value is low. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Goodwill (note 12)

As at the date of acquisition any goodwill acquired is allocated to each cash-generating unit ('CGU') (which may comprise more than one cash-generating unit) expected to benefit from the combination's synergies. Impairment is determined by assessing the recoverable amount of the CGU to which the goodwill relates. These CGUs represent the lowest level within the Group at which goodwill is monitored for internal management purposes.

Where goodwill forms part of a CGU and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured on the basis of the relative values of the operation disposed of and the proportion of the business segment retained.

Goodwill relating to associates and joint ventures is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment. Where indicators of impairment of an investment arise in accordance with the requirements of IAS 36, the carrying amount is tested for impairment by comparing its recoverable amount with its carrying amount.

Intangible assets (other than goodwill) (note 12)

An intangible asset, which is a non-monetary asset without a physical substance, is capitalised separately from goodwill.

Subsequent to initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. The carrying values of intangible assets considered to have an indefinite useful economic life are reviewed for indicators of impairment regularly and are subject to impairment testing on an annual basis unless events or changes in circumstances indicate that the carrying values may not be recoverable and impairment testing is required earlier.

Software costs incurred with respect to new systems and costs incurred in acquiring software and licences that will contribute to future period financial benefits through revenue generation and/or cost reduction are capitalised. Costs capitalised include external direct costs of materials and service and direct payroll and payroll related costs of employees' time spent on the development side of the project.

Cloud software license agreements to use cloud software are treated as service contracts and expensed in the Income Statement, unless the Group has both the contractual right to take possession of the software anytime without significant penalty, and the ability to run the software independently of the host vendor. In such cases, the license agreement is capitalised as software within intangible assets.

The amortisation charge on intangible assets considered to have finite lives is calculated to write-off the book value of the asset over its useful life on a straight-line basis on the assumption of zero residual value.

The useful lives of the Group's intangible assets are as follows:

Trade relationship re Tennent's acquisition	20 years
Trade relationship re Wallaces acquisition	10 years
Trade relationship re Gleeson acquisition	15 years
Trade relationship re Matthew Clark and Bibendum acquisition	15 years
Software and licence costs	5 - 8 years

Impairment of non-financial assets

Further disclosures relating to impairment of non-financial assets are also provided in the following notes:

- Goodwill and intangible assets with indefinite lives: Note 12
- Intangible assets: Note 12
- Property, plant and equipment: Note 11
- Investments in associates and joint ventures: Note 13

The Group assesses at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or CGU's fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Impairment losses of continuing operations are recognised in the Income Statement in expense categories consistent with the function of the impaired asset, except for properties previously revalued with the revaluation taken to Other Comprehensive Income. For such properties, the impairment is recognised in Other Comprehensive Income up to the amount of any previous revaluation.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the Income Statement unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is subject to impairment testing on an annual basis and at any time during the year if an indicator of impairment is considered to exist. In the year in which a business combination is effected and where some or all of the goodwill allocated to a particular cash-generating unit arose in respect of that combination, the cash-generating unit is tested for impairment prior to the end of the relevant annual period. Where the carrying value exceeds the estimated recoverable amount (being the greater of the fair value less costs of disposal and value-in-use), an impairment loss is recognised by writing down goodwill to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. The recoverable amount of goodwill is determined by reference to the cash-generating unit to which the goodwill has been allocated. Impairment losses arising in respect of goodwill are not reversed once recognised.

Statement of Accounting Policies
For the year ended 29 February 2024 (continued)

Intangible assets with indefinite useful economic lives are reviewed for indicators of impairment regularly and are subject to impairment testing on an annual basis unless events or changes in circumstances indicate that the carrying values may not be recoverable and impairment testing is required earlier.

Retirement benefit obligations (note 23)

The Group operates a number of defined contribution and defined benefit pension schemes.

Obligations to the defined contribution pension schemes are recognised as an expense in the Income Statement as the related employee service is received. Under these schemes, the Group has no obligation, either legal or constructive, to pay further contributions in the event that the fund does not hold sufficient assets to meet its benefit commitments.

The liabilities and costs associated with the Group's defined benefit pension schemes, all of which are funded and administered under trusts which are separate from the Group, are assessed on the basis of the projected unit credit method by professionally qualified actuaries and are arrived at using actuarial assumptions based on market expectations at the reporting date. The discount rates employed in determining the present value of the schemes' liabilities are determined by reference to market yields, at the reporting date, on high-quality corporate bonds of a currency and term consistent with the currency and term of the associated post-employment benefit obligations. The fair value of scheme assets is based on market price information, measured at bid value for publicly quoted securities.

The resultant defined benefit pension net surplus or deficit is shown within either non-current assets or non-current liabilities on the face of the Balance Sheet and comprises the total for each plan of the present value of the defined benefit obligation less the fair value of plan assets out of which the obligations are to be settled directly. The assumptions (disclosed in note 23) underlying these valuations are updated at each reporting period date based on current economic conditions and expectations (discount rates, salary inflation and mortality rates) and reflect any changes to the terms and conditions of the post-retirement pension plans. The deferred tax liabilities and assets arising on pension scheme surpluses and deficits are disclosed separately within deferred tax assets or liabilities, as appropriate.

When the benefits of a defined benefit scheme are improved, the portion of the increased benefit relating to the past service of employees is recognised as an expense immediately in the Income Statement.

The expected increase in the present value of scheme liabilities arising from employee service in the current period is recognised in arriving at operating profit or loss together with the net interest expense/(income) on the net defined benefit liability/(asset). Differences between the actual return on plan assets and the interest income, experience gains and losses on scheme liabilities, together with the effect of changes in the current or prior assumptions underlying the liabilities are recognised in Other Comprehensive Income. The amounts recognised in the Income Statement and Other Comprehensive Income and the valuation of the defined benefit pension net surplus or deficit are sensitive to the assumptions used.

Company

The Company has no direct employees and is not the sponsoring employer for any of the Group's defined benefit pension schemes.

Income tax (note 7 and note 22)

Current income tax

Current tax expense represents the expected tax amount to be paid in respect of taxable income for the current year and is based on reported profit and the expected statutory tax rates, reliefs, and allowances applicable in the jurisdictions in which the Group operates. Current tax for the current and prior years, to the extent that it is unpaid, is recognised as a liability in the Balance Sheet.

Deferred tax

Deferred tax is provided on the basis of the Balance Sheet liability method on all temporary differences at the reporting date. Temporary differences are defined as the difference between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets and liabilities are not subject to discounting and are measured at the tax rates that are expected to apply in the period in which the asset is recovered or the liability is settled based on tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets and liabilities are recognised for all temporary differences except where they arise from:

- The initial recognition of goodwill or an asset or a liability in a transaction that is not a business combination and affects neither the accounting profit or loss nor the taxable profit or loss at the time of the transaction and does not give rise to equal taxable and deductible temporary differences, or,
- Taxable temporary differences associated with investments in subsidiaries where the timing of the reversal of the temporary difference is subject to the Group's control and it is probable that a reversal will not be recognised in the foreseeable future.

The Group has applied the exception in IAS 12 *Income Taxes* to recognising and disclosing information about deferred tax assets and liabilities to Pillar Two taxes.

Deferred tax assets in respect of deductible temporary differences are recognised only to the extent that it is probable that taxable profits or taxable temporary differences will be available against which to offset these items. The recognition or non-recognition of deferred tax assets as appropriate also requires judgement as it involves an assessment of the future recoverability of those assets. The recognition of deferred tax assets is based on management's judgement and estimate of the most probable amount of future taxable profits and taking into consideration applicable tax legislation in the relevant jurisdiction. The carrying amounts of deferred tax assets are subject to review at each reporting date and are reduced to the extent that future taxable profits are considered to be insufficient to allow all or part of the deferred tax asset to be utilised.

The Group offsets deferred tax assets and deferred tax liabilities only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Deferred tax and current tax are recognised as a component of the tax expense in the Income Statement except to the extent that they relate to items recognised directly in Other Comprehensive Income or equity (for example, certain derivative financial instruments and actuarial gains and losses on defined benefit pension schemes), in which case the related tax is also recognised in Other Comprehensive Income or equity.

The Group has applied the amendment to IAS 12 Income Taxes on the mandatory temporary exception to recognising and disclosing information about deferred tax assets and liabilities that are related to tax law enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development ('OECD'). The amendments require that entities shall apply the amendments immediately upon issuance. Pillar Two legislation is not expected to have a material impact on the financial statements of the Group. The Group continue to monitor changes in law and guidance as they apply to C&C Group plc.

Company financial assets

Financial assets are reviewed for impairment if there are any indications that the carrying value may not be recoverable.

Share options granted to employees of subsidiary companies are accounted for as an increase in the carrying value of the investment in subsidiaries and the share-based payment reserve.

Revenue recognition

IFRS 15 *Revenue from Contracts with Customers* (IFRS 15) establishes a five-step model to account for revenue arising from contracts with customers. Under IFRS 15, revenue comprises an amount that reflects the consideration to which an entity expects to be entitled to in exchange for transferring goods or services to a customer, exclusive of value added tax, after allowing for discounts, rebates, allowances for customer loyalty and other pricing related allowances and incentives. Provision is made for returns where appropriate. The Group recognises revenue in the amount of the price expected to be received for goods and services supplied at a point in time or over time, as contractual performance obligations are fulfilled, and control of goods and services passes to the customer. Where revenue is earned over time as contractual performance obligations are satisfied, the percentage-of-completion method remains the primary method by which revenue recognition is measured.

The Group manufactures and distributes branded cider, beer, wine, spirits and soft drinks in which revenue is recognised at a point in time when control is deemed to pass to the customer upon leaving the Group's premises or upon delivery to a customer depending on the terms of sale. Contracts do not contain multiple performance obligations (as defined by IFRS 15).

Across the Group, goods are often sold with discounts or rebates based on cumulative sales over a period. The variable consideration is only recognised when it is highly probable that it will not be subsequently reversed and is recognised using the most likely amount or expected value methods, depending on the individual contract terms. In the application of appropriate revenue recognition, judgement is exercised by management in the determination of the likelihood and quantum of items giving rise to variable consideration based on experience and historical trading patterns.

The Group is deemed to be a principal to an arrangement when it controls a promised good or service before transferring them to a customer; and accordingly recognises the revenue on a gross basis.

Statement of Accounting Policies
For the year ended 29 February 2024 (continued)

The Group is determined to be an agent in a transaction where the Group arranges for the provision of goods or services on behalf of another party and does not control the goods and services before being transferred to the customer; the net amount retained after any payments to the principal is recognised as revenue.

Excise duty

Excise duty is levied at the point of production in the case of the Group's manufactured products and at the point of importation in the case of imported products in the relevant jurisdictions in which the Group operates. As the Group's manufacturing and warehousing facilities are revenue approved and registered excise facilities, the excise duty liability generally crystallises on transfer of product from duty in suspense to duty paid status which normally coincides with the point of sale. The duty number disclosed represents the cash cost of duty paid on the Group's products. Where goods are bought duty paid, and subsequently sold, the duty element is not included in the duty line within net revenue but is included within the cost of goods sold.

Net revenue

Net revenue is defined by the Group as revenue less excise duty paid by the Group.

Exceptional items

The Group has adopted an accounting policy and Income Statement format that seeks to highlight specific significant items of income and expense within the Group results for the year which the Directors believe provides a more useful analysis. Significant items are determined based on their size, nature and/or being non-recurring items. Items categorised as Exceptional are done so based on a qualitative and quantitative framework that considers these same factors:

- **Size:** For an item to be deemed exceptional, it must have a material effect on C&C's profitability and should therefore be separately disclosed. For the purposes of FY2024 year-end, the Group determined a material amount as an amount that would influence the economic decisions of a user of the financial statements.
- **Nature:** Inconsistent items – these are items which are inconsistent amounts year on year (where applicable) such as revaluation gains/losses.
- **Non-Recurring Items:** These are events/transactions that are infrequent and unusual, or one-off in nature. These include items such as restructuring and integration projects, litigation costs and settlements, impairment of assets, COVID-19, acquisition related costs, and gains/losses from the sale of assets or businesses.

The Directors exercise judgement to determine whether an item meets the above criteria in order to be classified as an exceptional item.

Finance income and expenses

Finance income comprises interest income on funds invested and any gains on hedging instruments that are recognised in the Income Statement. Interest income is recognised as it accrues in the Income Statement, using the effective interest method.

Finance expenses comprise interest expense on borrowings, finance charges on sale of trade receivables, amortisation of borrowing issue costs and unwinding the discount on provisions and leases. All borrowing costs are recognised in the Income Statement using the effective interest method.

Assets held for sale

Non-current assets, or disposal groups comprising of assets and liabilities, are classified as held-for-sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use. Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell. Any impairment loss on a disposal group is allocated first to goodwill, and then to the remaining assets and liabilities on a pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets or employee benefit assets, which continue to be measured in accordance with the Group's other accounting policies as applicable.

Impairment losses on initial classification as held-for-sale and subsequent gains and losses on remeasurement are recognised in the Income Statement. Once classified as held-for-sale, intangible assets and property, plant and equipment are no longer amortised or depreciated, and any equity accounted investee is no longer equity accounted.

Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which either represents a separate major line of business or geographic area of operations, is part of a single co-ordinated plan to dispose of a separate major line of business or geographic area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held-for-sale. When an operation is classified as a discontinued operation, the comparative Income Statement and Other Comprehensive Income is represented as if the operation had been discontinued from the start of the comparative year.

Share-based payments

The Group operates a number of Share Option Schemes, Performance Share Plans and cash settled award schemes, listed below;

- Executive Share Option Scheme (the 'ESOS'),
- Long-Term Incentive Plan (the 'LTIP'),
- Recruitment and Retention Plan,
- Deferred Bonus Plan ('DBP'), and
- Partnership and Matching Share Schemes.

Equity settled share-based payment transactions
Group share schemes allow certain employees to acquire shares in the Company. The fair value of share entitlements granted is recognised as an employee expense in the Income Statement with a corresponding increase in equity.

The details of how awards vested are set out in note 4.

The expense for the share entitlements shown in the Income Statement is based on the fair value of the total number of entitlements expected to vest and is allocated to accounting periods on a straight-line basis over the vesting period. The cumulative charge to the Income Statement at each reporting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. It is reversed only where entitlements do not vest because all non-market performance conditions have not been met or where an employee in receipt of share entitlements leaves the Group before the end of the vesting period and forfeits those options as a consequence.

The proceeds received by the Company net of any directly attributable transaction costs on the vesting of share entitlements met by the issue of new shares are credited to share capital and share premium when the share entitlements are exercised. Amounts included in the share-based payments reserve are transferred to retained income when vested options are exercised, forfeited post-vesting or lapse.

The dilutive effect of outstanding options, to the extent that they are to be settled by the issue of new shares and to the extent that the vesting conditions would have been satisfied if the end of the reporting period was the end of the contingency period, is reflected as additional share dilution in the determination of diluted earnings per share.

Please see details of award valuation approach in Note 4.

Segmental reporting

Operating segments are reported in a manner consistent with the internal organisational and management structure of the Group and the internal financial information provided to the Chief Operating Decision-Maker ('CODM'), the executive Directors, who are responsible for the allocation of resources and the monitoring and assessment of performance of each of the operating segments.

Foreign currency translation

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Euro, which is the presentation currency of the Group and both the presentation and functional currency of the Company.

Transactions in foreign currencies are translated into the functional currency of each entity at the foreign exchange rate ruling at the date of the transaction. Non-monetary assets carried at historic cost are not subsequently retranslated. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into functional currencies at the foreign exchange rate ruling at that date. Foreign exchange movements arising on translation are recognised in the Income Statement with the exception of all monetary items designated as a hedge of a net investment in a foreign operation, which are recognised in the consolidated financial statements in Other Comprehensive Income until the disposal of the net investment, at which time they are recognised in the Income Statement for the year.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on consolidation, are translated to Euro at the foreign exchange rates ruling at the reporting date. The revenues and expenses of foreign operations are translated to Euro at the average exchange rate for the financial period where that represents a reasonable approximation of actual rates. Foreign exchange movements arising on translation of the net investment in a foreign operation, including those arising on long-term intra-group loans for which settlement is neither planned nor likely to happen in the foreseeable future and as a consequence are deemed quasi equity in nature, are recognised directly in Other Comprehensive Income in the consolidated financial statements in the foreign currency translation reserve. The portion of exchange gains or losses on foreign currency borrowings or derivatives used to provide a hedge against a net investment in a foreign operation that is designated as a hedge of those investments, is recognised directly in Other Comprehensive Income to the extent that they are determined to be effective. The ineffective portion is recognised immediately in the Income Statement for the year.

Statement of Accounting Policies
For the year ended 29 February 2024 (continued)

Any movements that have arisen since 1 March 2004, the date of transition to IFRS, are recognised in the currency translation reserve and are recycled through the Income Statement on disposal of the related business. Translation differences that arose before the date of transition to IFRS as adopted by the EU in respect of all non-Euro denominated operations are not presented separately.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost includes all expenditure incurred in acquiring the inventories and bringing them to their present location and condition and is based on the first-in first-out principle.

In the case of finished goods and work in progress, cost includes direct production costs and the appropriate share of production overheads plus excise duties, where appropriate. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs necessary to complete the sale.

Provision is made for slow-moving or obsolete inventory where appropriate.

Provisions

A provision is recognised in the Balance Sheet when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are measured at the Directors' best estimate of the expenditure required to settle the obligation at the balance sheet date and are discounted to present value at an appropriate rate if the effect of the time value of money is deemed material. The carrying amount of the provision increases in each period to reflect the passage of time and the unwinding of the discount. The increase in the provision due to the passage of time is recognised in the Income Statement within finance expense.

A contingent liability is not recognised but is disclosed where the existence of the obligation will only be confirmed by future events or where it is not probable that an outflow of resources will be required to settle the obligation or where the amount of the obligation cannot be measured with reasonable reliability. Contingent assets are not recognised but are disclosed where an inflow of economic benefits is probable. Provisions are not recognised for future operating losses; however, provisions are recognised for onerous contracts where the unavoidable cost exceeds the expected benefit.

Due to the inherent uncertainty with respect to such matters, the value of each provision is based on the best information available at the time, including advice obtained from third-party experts, and is reviewed by the Directors on a periodic basis with the potential financial exposure reassessed. Revisions to the valuation of a provision are recognised in the period in which such a determination is made, and such revisions could have a material impact on the financial performance of the Group.

Financial instruments

Trade & other receivables

Trade receivables are initially recognised at fair value (which usually equals the original invoice value) and are subsequently measured at amortised cost less allowance for impairment losses. The Group applies the simplified approach permitted by IFRS 9 *Financial Instruments* to measure expected credit losses for trade receivables, which requires expected lifetime losses to be recognised from initial recognition of the receivables. The carrying amount of these receivables approximates their fair value as these are short-term in nature. The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable.

Trade receivables are derecognised when the rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third-party under a 'pass-through' arrangement, and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Cash

Cash in the Balance Sheet comprises of cash at bank and in hand and short-term deposits with an original maturity of three months or less. Bank overdrafts that are repayable on demand and form part of the Group's cash management are included as a component of cash for the purpose of the statement of cash flows.

Advances to customers

Advances to customers, are initially recognised at fair value, amortised to the Income Statement (and classified within sales discounts as a reduction in revenue) over the relevant period to which the customer commitment is made, and subsequently carried at amortised cost less an impairment allowance. Where there is a volume target the amortisation of the advance is included in sales discounts as a reduction to revenue. Regarding advances to customers, the Group applies the general approach to measure expected credit losses which requires a loss provision to be recognised based on twelve month or lifetime expected credit losses, provided a significant increase in credit risk has occurred since initial recognition. The Group Credit Committee reviews debt collection trends and commercial market information to assess any significant change in credit risk.

Trade & other payables

Trade & other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method.

Interest-bearing loans & borrowings

Interest-bearing loans & borrowings are recognised initially at fair value less attributable transaction costs and are subsequently measured at amortised cost with any difference between the amount originally recognised and redemption value being recognised in the Income Statement over the period of the borrowings on an effective interest rate basis. Where the early refinancing of a loan results in a significant change in the present value of the expected cash flows, the original loan is derecognised and the replacement loan is recognised at fair value. The difference between the original loan and the fair value of the replacement loan is recognised in finance costs in the year.

Derivative financial instruments

Derivatives are initially recognised at fair value on the date that a derivative contract is entered into, and they are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument and, if so, the nature of the item being hedged. The Group designates certain derivatives as hedges of a particular risk associated with the cash flows of recognised assets and liabilities and highly probable forecast transactions (cash flow hedges). The gains or losses related to derivatives not used as effective hedging instruments are recognised in the Income Statement.

At inception of the hedge relationship, the Group documents the economic relationship between hedging instruments and hedged items, including whether changes in the cash flows of the hedging instruments are expected to offset changes in the cash flows of hedged items. The Group documents its risk management objective and strategy for undertaking its hedge transactions. The fair values of derivative financial instruments designated in hedge relationships are disclosed in note 24. Movements in the hedging reserve in Shareholders' equity are shown in note 24. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. The Group enters into derivative contracts only for hedging purposes/activities. The Group documents its assessment, both at hedge inception and on an ongoing basis, of whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items.

Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in the cash flow hedge reserve within equity. The gain or loss relating to the ineffective portion is recognised immediately in the Income Statement as finance expenses.

The Group uses forward contracts to hedge forecast transactions, the Group generally designates the full change in fair value of the forward contract, i.e. the forward rate including forward points, as the hedging instrument. Gains or losses relating to the effective portion of the change in fair value of the entire forward contract are recognised in the cash flow hedge reserve within equity.

Amounts accumulated in equity are reclassified in the periods when the hedged item affects profit or loss. Where the hedged item subsequently results in the recognition of a non-financial asset (such as inventory), the deferred hedging gains and losses are included within the initial cost of the asset. The deferred amounts are ultimately recognised in profit or loss, when the hedged item affects profit or loss (for example, through operating costs).

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss in equity at that time remains in equity and recognised in profit or loss in the period the forecast transaction occurs and when the forecast transaction is no longer expected to occur, the cumulative gain or loss that were reported in equity are immediately reclassified to profit or loss.

Cash flow hedge reserve

The cash flow hedge reserve is used to recognise the effective portion of gains or losses on derivatives that are designated and qualify as cash flow hedges, as described in note 24. Amounts are subsequently either transferred to the initial cost of inventory or reclassified to profit or loss as appropriate.

Treasury shares

Equity share capital issued under its Joint Share Ownership Plan, which is held in trust by an Employee Trust is classified as treasury shares on consolidation until such time as the Interests lapse and the shares are cancelled or disposed of by the Trust.

Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of:

- The amount determined in accordance with the expected credit loss model under IFRS 9 *Financial Instruments*, and
- The amount initially recognised less, where appropriate, the cumulative amount of income recognised in accordance with the principles of IFRS 15 *Revenue from Contracts with Customers*.

Statement of Accounting Policies
For the year ended 29 February 2024 (continued)

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

Where the guarantees in relation to loans or other payables of associates are provided for no compensation, the fair values are accounted for as contributions and recognised as part of the cost of the investment.

Significant Judgements and Estimates

The preparation of the consolidated financial statements in conformity with IFRS as adopted by the EU requires management to make certain estimates, assumptions and judgements that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The significant judgements, estimates and assumptions used by management may differ from the actual outcome of the transaction and consequently the realised value of the associated assets and liabilities may vary. The Group has considered the impact of climate change on the consolidated financial statements as at 29 February 2024, including the carrying value of assets, the useful economic life of assets, and provisions. The significant judgements and estimates which have been applied, and which are expected to have a material impact, are as follows:

Significant judgements

Income Taxes

The Group is subject to income tax in a number of jurisdictions, and judgement is required in determining the worldwide provision for taxes. There are many transactions and calculations during the ordinary course of business, for which the ultimate tax determination is uncertain and the complexity of the tax treatment may be such that the final tax charge may not be determined until a formal resolution has been reached with the relevant tax authority which may take extended time periods to conclude. The ultimate tax charge may, therefore, be different from that which initially is reflected in the Group's consolidated tax charge and provision and any such differences could have a material impact on the Group's income tax charge and consequently financial performance.
The determination of the provision for income tax is based on management's understanding of the relevant tax law and judgement as to the appropriate tax charge, and management believe that all assumptions and estimates used are reasonable and reflective of the tax legislation in jurisdictions in which the Group operates. Where the final tax charge is different from the amounts that were initially recorded, such differences are recognised in the income tax provision in the period in which such determination is made.

Deferred tax assets in respect of deductible temporary differences are recognised only to the extent that it is probable that taxable profits or taxable temporary differences will be available against which to offset these items. The recognition or non-recognition of deferred tax assets as appropriate also requires judgement as it involves an assessment of the future recoverability of those assets. The recognition of deferred tax assets is based on management's judgement and estimate of the most probable amount of future taxable profits and taking into consideration applicable tax legislation in the relevant jurisdiction.

Revenue recognition

The Group generates revenue from a variety of geographies and across a large number of separate legal entities spread across the Group's two business segments and has contract packaging agreements with a number of customers, to utilise excess manufacturing capacity, that are non-standard and complex and involve judgment as to whether contracts are within scope of IFRS 15 Revenue from Contracts with Customers, regarding revenue recognition with regard to IFRS 15 (being recognised over time or at a point in time), and regarding significant and complex customer contracts, discounts and marketing contributions. The Group has well developed policies, systems and controls to inform management's judgements and estimates with regard to revenue recognition, measurement and classification for its contract packaging agreements and complex customer contracts.

Sources of estimation uncertainty

Valuation of property, plant and equipment

The Group values its freehold land & buildings and plant & machinery at market value/Depreciated Replacement Cost and consequently, carries out an annual valuation. The Group engages external valuers to value the Group's property, plant & machinery at a minimum every three years or as at the date of acquisition for assets acquired as part of a business combination. An external valuation was conducted at 29 February 2024 by PricewaterhouseCoopers LLP to value the freehold land & buildings and plant & machinery at the Group's Clonmel (Tipperary), Wellpark (Glasgow) and Portugal sites.

The key assumptions used to determine the fair value of the freehold land & buildings and plant & machinery and sensitivity analyses are provided in note 11.

Recoverable amount of goodwill

The impairment testing process requires management to make significant estimates regarding the future cash flows expected to be generated by cash-generating units to which goodwill has been allocated. Future cash flows relating to the eventual disposal of these cash-generating units and other factors may also be relevant

to determine the recoverable amount of goodwill. Management periodically evaluates and updates the estimates based on the conditions which influence these variables. The assumptions and conditions for determining impairments of goodwill reflect management's best assumptions and estimates (discount rates, terminal growth rates, forecasted volume, net revenue, operating profit) but these items involve inherent uncertainties described above, many of which are not under management's control. The Group also considered the potential impact of climate change as further discussed in note 12. This is an area of estimation and judgement. As a result, the accounting for such items could result in different estimates or amounts if management used different assumptions or if different conditions occur in future accounting periods.

The inputs to the value in use calculations are disclosed in note 12.

Incremental borrowing rates on leases

Management use estimation in determining the incremental borrowing rates for leases which has a significant impact on the lease liabilities and right-of-use assets recognised. The incremental borrowing rates includes several key components such as, a reference rate (incorporating currency, economic environment and term of lease), a financing spread adjustment, an entity specific adjustment (if applicable) and a lease specific adjustment (if applicable, for example, a property lease compared to vehicle/other leases, and the term of the lease).

Please refer to note 19 for the carrying amounts of the right-of-use assets and the lease liability impacted.

Pension valuation

Significant estimates are used in the determination of the pension obligation, the amounts recognised in the Income Statement and Statement of Other Comprehensive Income and the valuation of the defined benefit pension net surplus or deficit are sensitive to the assumptions used. The assumptions underlying the actuarial valuations (including discount rates, rates of increase in future compensation levels, mortality rates, salary and pension increases, future inflation rates and healthcare cost trends), from which the amounts recognised in the consolidated financial statements are determined, are updated annually based on current economic conditions and for any relevant changes to the terms and conditions of the pension and post-retirement plans. These assumptions can be affected by (i) the discount rate, changes in the rates of return on high-quality corporate bonds; (ii) for future compensation levels, future labour market conditions and (iii) for healthcare cost trend rates, the rate of medical cost inflation in the relevant regions.

The weighted average actuarial assumptions used and sensitivity analysis in relation to the significant assumptions employed in the determination of pension and other post-retirement liabilities are contained in note 23 to the consolidated financial statements.

Whilst management believes that the assumptions used are appropriate, differences in actual experience or changes in assumptions may affect the obligations and expenses recognised in future accounting periods. The assets and liabilities of defined benefit pension schemes may exhibit significant period-on-period volatility attributable primarily to changes in bond yields and longevity. In addition to future service contributions, cash contributions may be required to remediate past service deficits. A sensitivity analysis of the change in these assumptions is provided in note 23.

Expected credit losses

The Group applies the simplified approach permitted by IFRS 9 *Financial Instruments* to measure expected credit losses for trade receivables and advances to customers, which requires expected lifetime losses to be recognised from initial recognition.

Estimates have been made around the credit losses expected to be incurred on the Group's financial assets – principally being trade receivables and advances to customers. In determining the expected credit losses, the loss rates are determined based on the grouping of trade receivables and advances to customers sharing the same credit risk characteristics and past due days.

Regarding advances to customers, the Group applies the general approach to measure expected credit losses which requires a loss provision to be recognised based on twelve month or lifetime expected credit losses, provided a significant increase in credit risk has occurred since initial recognition.

Please refer to note 15 for the impact of the expected credit loss approach on the Group's trade receivables and advances to customers.

Valuation of inventory

Inventories are measured at the lower of cost and net realisable value. The Group's policy is to hold inventories at original cost and create an inventory provision where evidence exists that indicates net realisable value is below cost for a particular item of inventory. Damaged, slow-moving or obsolete inventory are typical examples of such evidence.

Statement of Accounting Policies
For the year ended 29 February 2024 (continued)

Share based compensation

The Company grants share-based awards, which consist of performance stock unit (PSU) and stock options. All of the share-based compensation awards are classified as equity awards. The Company measures share-based compensation awards using fair value based measurement methods. This results in the recognition of compensation expense for all share-based compensation awards based on their fair value as of grant date. For performance-based awards, compensation expense is recognised only if it is probable that performance condition will be achieved. Compensation expense is recognised over the requisite service period for time and performance-based awards, net estimated forfeitures.

Impairment of investments in subsidiaries

Investment in subsidiary impairment testing process requires management to make significant estimates regarding the future cash flows expected to be generated by the subsidiary. Management periodically evaluates and updates the estimates based on the conditions which influence these variables. The assumptions and conditions for determining impairments reflect management's best assumptions and estimates (discount rates, terminal growth rates, forecasted volume, net revenue, operating profit) but these items involve inherent uncertainties, many of which are not under management's control. The Group also considered the potential impact of climate change as further discussed in note 12. This is an area of estimation and judgement. As a result, the accounting for such items could result in different estimates or amounts if management used different assumptions or if different conditions occur in future accounting periods.

Notes forming part of the financial statements

1. SEGMENTAL REPORTING

The Group's business activity is the manufacturing, marketing and distribution of branded beer, cider, wine, spirits and soft drinks. Two operating segments have been identified in the current and prior financial year: Ireland and Great Britain.

The Group continually reviews and updates the manner in which it monitors and controls its financial operations resulting in changes in which information is classified and reported to the Chief Operating Decision Maker ('CODM'). The CODM, identified as the Executive Directors, assesses and monitors the operating results of segments separately via internal management reports in order to manage the business and allocate resources effectively.

The identified business segments are as follows:

(i) Ireland
This segment includes the financial results from sale of the Group's own branded products across the island of Ireland, principally Bulmers, Magners, Tennent's, Five Lamps, Clonmel 1650 and Heverlee. The Group also operates the Bulmers Ireland drinks distribution business, a leading distributor of third-party drinks to the licenced On and Off-trades in Ireland. The Group distributes San Miguel and Budweiser Brewing Group's portfolio of beer brands across the island of Ireland on an exclusive basis. The Group's primary manufacturing plant in this segment is located in Clonmel, Co. Tipperary, with major distribution and administration centres in Dublin and Culcavy, Northern Ireland.

(ii) Great Britain ("GB")
This segment includes the financial results from the sale of the Group's own branded products in Scotland, with Tennent's, Caledonia Best and Heverlee being the main brands. This division includes the sale of the Group's portfolio of owned cider brands across the rest of GB, including Magners, Orchard Pig, K Cider and Blackthorn which are distributed in partnership with Budweiser Brewing Group. The Group's primary manufacturing plant in this segment is the Wellpark Brewery in Glasgow, with major distribution and administration centres in Glasgow, Bristol and London.

The division includes Tennent's Direct, Scotland's leading drinks distributor which serves the Scottish on-trade with an unrivalled range of drinks led by beer and cider, and includes exclusive distribution of Moët Hennessy products, such as Moët and Glenmorangie, and UK distribution of international brands Tsingtao and Menabrea.

The segment includes the financial results from Matthew Clark, the largest independent distributor to the GB on trade drinks sector. Matthew Clark delivers a market-leading composite drinks range across wine, spirits, beer, cider, and soft drinks including a number of exclusive distribution agreements with wine producers and third-party brands.

In addition, it includes Bibendum, the UK's leading independent wine specialist servicing customer across the on trade, independent retail (through Walker & Wodehouse) and off-trade nationwide. Bibendum has a portfolio of market-leading premium wines from a selection of exclusive, globally recognised, artisan and innovative wine producers.

The Group's Tennent's Direct, Matthew Clark and Bibendum distribution businesses operate a nationwide distribution network serving the independent free trade, national accounts, independent retail and off-trade customers.

This segment also includes the financial results from the sale and distribution of the Group's own branded products, principally Magners and Tennent's, outside the UK and Ireland. The Group exports to over 40 countries globally, notably in continental Europe, North America, Asia and Australia. The Group operates mainly through local distributors in these markets and regions. This segment also includes the sale of the Group's cider and beer products in the US and Canada.

The Group's analysis by segment includes both items directly attributable to a segment and those, including central overheads, which are allocated on a reasonable basis in presenting information to the CODM.

Inter-segmental revenue is not material and thus not subject to separate disclosure.

In the year ended 29 February 2024, the Group restated the prior year financial information. Details of the restatement are contained in note 31.

Notes forming part of the financial statements (continued)

1. SEGMENTAL REPORTING (continued)

(a) Analysis by reporting segment

	2024			2023 (restated)		
	Revenue €m	Net revenue €m	Operating profit €m	Revenue €m	Net revenue €m	Operating profit €m
Ireland	**400.4**	**286.3**	**26.3**	389.6	272.0	24.9
Great Britain	**1,622.6**	**1,366.2**	**33.7**	1,674.2	1,414.2	57.7
Total before exceptional items	**2,023.0**	**1,652.5**	**60.0**	2,063.8	1,686.2	82.6
Exceptional items (note 5)	**-**	**-**	**(144.4)**	-	-	(12.4)
Total	**2,023.0**	**1,652.5**	**(84.4)**	2,063.8	1,686.2	70.2
Impairment of assets held for sale (note 5)			**(3.3)**			1.1
Finance income (notes 6)			**0.2**			-
Finance income exceptional items (notes 5, 6)			**0.2**			0.2
Finance expense (note 6)			**(21.4)**			(16.7)
Finance expense exceptional items (notes 5, 6)			**(2.9)**			(2.6)
(Loss)/profit before tax			**(111.6)**			52.2

The exceptional items in the current financial year are a €144.4m charge, of which €2.9m relates to Ireland and €141.5m relates to Great Britain. The exceptional items in the prior financial year are a charge of €12.4m, of which €0.2m relates to Ireland and €12.2m relates to Great Britain.

Of the €1.1m profit on disposal in the prior year, €0.4m relates to Great Britain and €0.7m relates to Ireland.

Total assets for the year ended 29 February 2024 amounted to €1,367.6m (FY2023 (restated): €1,414.9m).

(b) Other operating segment information

	2024			2023 (restated)		
	Tangible and intangible expenditure €m	Lease additions €m	Depreciation /amortisation / impairment / revaluation €m	Tangible and intangible expenditure €m	Lease additions €m	Depreciation / amortisation / impairment/ revaluation €m
Ireland	**6.1**	**3.0**	**8.6**	6.2	2.4	7.1
Great Britain	**9.6**	**48.5**	**25.1**	13.4	24.9	26.3
Total	**15.7**	**51.5**	**33.7**	19.6	27.3	33.4

(c) Geographical analysis of revenue and net revenue

	Revenue		Net revenue	
	2024 €m	2023 (restated) €m	2024 €m	2023 (restated) €m
Ireland	**397.6**	389.6	**284.8**	282.3
Great Britain	**1,602.7**	1,650.1	**1,346.6**	1,379.7
International*	**22.7**	24.1	**21.1**	24.2
Total	**2,023.0**	2,063.8	**1,652.5**	1,686.2

* International as a geographic region consists of multiple countries that in aggregate represent 1% of Group revenue.

The geographical analysis of revenue and net revenue is based on the location of the third-party customers.

1. SEGMENTAL REPORTING (continued)

(d) Geographical analysis of non-current assets

	Ireland €m	Great Britain €m	International €m	Total €m
29 February 2024				
Property, plant & equipment	**77.3**	**168.3**	**2.1**	**247.7**
Goodwill & intangible assets*	**156.5**	**343.5**	**21.9**	**521.9**
Equity accounted investments/financial assets	**0.5**	**0.7**	**0.2**	**1.4**
Total	**234.3**	**512.5**	**24.2**	**771.0**

* The goodwill impairment of €3.3m disclosed in notes 5 & 12 is included in the Great Britain operating segment in the table above.

	Ireland (restated) €m	Great Britain (restated) €m	International €m	Total (restated) €m
28 February 2023 (restated)				
Property, plant & equipment (restated)	77.9	132.1	5.0	215.0
Goodwill & intangible assets	156.3	462.6	25.2	644.1
Equity accounted investments/financial assets	0.4	0.7	0.2	1.3
Total (restated)	234.6	595.4	30.4	860.4

The geographical analysis of non-current assets, with the exception of goodwill & intangible assets, is based on the geographical location of the assets. The geographical analysis of goodwill & intangible assets is allocated based on the country of destination of sales.

(e) Disaggregated net revenue

In the following table, net revenue is disaggregated by principal activities and products. Principal activities and products are a basis on which management reviews its businesses across the Group. To aid in more useful analysis of the Group's business performance, the Group introduced Branded and Distribution in the prior year to better reflect how the business is managed commercially and the distinct revenue sources which drive its performance as a brand-led distributor in the UK and Ireland.

Principal activities and products Net revenue	Ireland €m	2024 Great Britain €m	Total €m
Branded*	**109.9**	**202.8**	**312.7**
Distribution**	**174.9**	**1,143.8**	**1,318.7**
Co pack/Other	**1.5**	**19.6**	**21.1**
Total Group from continuing operations	**286.3**	**1,366.2**	**1,652.5**

* Branded defined as being brands either fully owned by C&C or sold by C&C as part of a long-term distribution deal, whereby C&C are responsible for the marketing as well as sale of the brand in the associated geography.
** Distribution defined as third-party brands sold through the Group's distribution businesses and brands where C&C act as an exclusive agent for a brand in a specific geography.

Principal activities and products Net revenue	Ireland €m	2023 Great Britain €m	Total €m
Branded*	107.6	193.8	301.4
Distribution**	162.4	1,193.3	1,355.7
Co pack/Other	2.0	27.1	29.1
Total Group from continuing operations	272.0	1,414.2	1,686.2

* Branded defined as being brands either fully owned by C&C or sold by C&C as part of a long-term distribution deal, whereby C&C are responsible for the marketing as well as sale of the brand in the associated geography.
** Distribution defined as third-party brands sold through the Group's distribution businesses and brands where C&C act as an exclusive agent for a brand in a specific geography.

Notes forming part of the financial statements
(continued)

2. OPERATING COSTS

In the year ended 29 February 2024, the Group restated the prior year financial information. Details of the restatement are contained in note 31.

	2024			2023 (restated)		
	Before exceptional items €m	Exceptional items (note 5) €m	Total €m	Before exceptional items €m	Exceptional items (note 5) €m	Total €m
Raw material cost of goods sold/bought in finished goods	**1,271.4**	**-**	**1,271.4**	1,291.2	-	1,291.2
Inventory write-down/(recovered) (note 14)	**-**	**0.2**	**0.2**	0.2	-	0.2
Employee remuneration (note 3)	**161.5**	**5.0**	**166.5**	144.0	1.1	145.1
Direct brand marketing	**27.0**	**-**	**27.0**	28.7	-	28.7
Other operating, selling and administration costs	**96.5**	**14.2**	**110.7**	105.0	11.3	116.3
Foreign exchange	**0.2**	**-**	**0.2**	(0.4)	-	(0.4)
Depreciation (notes 11, 19)	**31.3**	**-**	**31.3**	30.9	-	30.9
Amortisation (note 12)	**2.4**	**-**	**2.4**	2.5	-	2.5
Net (profit)/loss on disposal of property, plant & equipment	**-**	**-**	**-**	-	-	-
Auditor's remuneration (a)	**1.8**	**-**	**1.8**	1.5	-	1.5
Impairment of intangible assets (note 12)	**-**	**125.0**	**125.0**	-	-	-
Net revaluation of property, plant & machinery (note 11)	**0.4**	**-**	**0.4**	-	-	-
Total operating expenses	**1,592.5**	**144.4**	**1,736.9**	1,603.6	12.4	1,616.0

(a) Auditor's remuneration

The remuneration of the Group's statutory auditor, being the Irish firm of the principal auditor of the Group, Ernst & Young, Chartered Accountants is as follows:

	EY Ireland 2024 €m	Other EY Offices 2024 €m	Total 2024 €m	EY Ireland 2023 €m	Other EY Offices 2023 €m	Total 2023 €m
Audit of the Group financial statements	**0.7**	**-**	**0.7**	0.6	-	0.6
Audit of subsidiaries	**1.0**	**-**	**1.0**	0.9	-	0.9
Non-audit services*	**0.1**	**-**	**0.1**	-	-	-
Total	**1.8**	**-**	**1.8**	1.5	-	1.5

The audit fee for the audit of the financial statements of the Company was less than €0.1m in the current and prior financial year.

* €116,000 of non-audit fees were paid to Group's statutory auditor, being the Irish firm of the principal auditor of the Group, Ernst & Young, Chartered Accountants during the current year which were in connection with limited assurance on climate related matters the liquidation of a non-trading subsidiary undertaking and pensions advice. (FY2023: €nil).

3. EMPLOYEE NUMBERS & REMUNERATION COSTS

The average number of persons employed by the Group (including Executive Directors) during the year, analysed by category, was as follows:

	2024 Number	2023 Number
Sales & marketing	**448**	445
Production & distribution	**1,642**	1,613
Administration	**853**	868
Total	**2,943**	2,926

The actual number of persons employed by the Group as at 29 February 2024 was 2,937 (FY2023: 2,897).

The aggregate remuneration costs of these employees can be analysed as follows:

	2024 €m	2023 (restated) €m
Wages, salaries and other short-term employee benefits	**141.3**	122.8
Restructuring costs (note 5)	**5.0**	1.1
Social welfare costs	**13.1**	12.4
Retirement benefits – defined benefit schemes (note 23)	**(1.4)**	(0.1)
Retirement benefits – defined contribution schemes, including related expenses	**6.9**	6.3
Equity settled share-based payments (note 4)	**0.9**	1.9
Other non-equity settled share-based payments and PRSI accrued with respect to share-based payments	**0.7**	0.7
Charged to the Income Statement	**166.5**	145.1
Actuarial loss/(gain) on retirement benefits recognised in Other Comprehensive Income (note 23)	**9.9**	(4.3)
Total employee benefits	**176.4**	140.8

Directors' remuneration

	2024 €m	2023 (restated) €m
Directors' remuneration (note 29)	**4.2**	3.1

Please see note 29 for a further breakdown of Directors' remuneration during the year.

4. SHARE-BASED PAYMENTS

Equity settled awards

The Group has an established equity settled **Executive Share Option Scheme ('ESOS')** in place under which options to purchase shares in C&C Group plc are granted to certain Executive Directors and members of management. Under the terms of the scheme, the options are exercisable at the market price prevailing at the date of the grant of the option.

Options were granted in June 2017 under this scheme. The vesting of these awards is based on compound annual growth in underlying EPS over the three-year performance period, commencing in the financial year when an award is granted. If compound annual growth in underlying EPS over the performance period is 2% per annum, then 25% of the awards vest. If the compound annual growth in underlying EPS over the performance period is 6% per annum, then 100% of the awards vest. There is straight-line vesting between both points and no reward for below threshold performance. Options granted in 2017 achieved their performance conditions and therefore vested in full.

The Group also has an established **Long-Term Incentive Plan ('LTIP')** under the terms of which options to purchase shares in C&C Group plc are granted at nominal cost to certain Executive Directors and members of management.

Threshold vesting in respect of any year will be no more than 25%, but subject to the overriding three-year financial performance assessment. No award will vest until the end of the full three-year performance period, and Executive Directors' awards will then be subject to a further two-year holding period.

Notes forming part of the financial statements
(continued)

4. SHARE-BASED PAYMENTS (continued)

The vesting of LTIP awards granted in June 2021 will be subject to the following performance conditions assessed across the three-year performance period FY2022 - FY2024. In each case, threshold vesting will be 25% of the maximum.

- 45% of the award is subject to certain EPS targets being met, with a minimum threshold set of 22c and a maximum of 27c. This is to be achieved by the end of the year three target range (end of FY2024) rather than as a cumulative target. This element was not achieved.
- 35% of the award is subject to the performance condition that the Free Cash Flow Conversion ratio ('FCF') of the Group (excluding the impact of exceptional items) would be a minimum threshold of 65% conversion and a maximum threshold of 75% by the end of the year three target range (end of FY2024) rather than as a cumulative target. This element was achieved.
- 20% of the award is subject to the performance condition that certain environmental targets are met. To give impetus to the Group's de-carbonisation efforts, a target has been set to reduce its Scope 1 emissions (being direct emissions from owned or controlled sources, which includes emissions from company-owned or operated facilities and vehicles) and Scope 2 emissions (being indirect emissions from the generation of purchased energy e.g. electricity, steam, heat and cooling) over the three financial years ending with FY2024, with a threshold of a 6% reduction set and a maximum of a 12% reduction. This element was achieved.

The vesting of LTIP awards granted in June 2022 and October 2022 will be subject to the following performance conditions assessed across the three-year performance period FY2023 - FY2025. All such awards granted from June 2022 to October 2022 are subject to the following three performance conditions:

- 45% of the award is subject to certain EPS targets being met, with a minimum threshold set of 22.2c and a maximum of 26c. This is to be achieved by the end of the year three target range (end of FY2025) rather than as a cumulative target.
- 35% of the award is subject to the performance condition that the Free Cash Flow Conversion ratio ('FCF') of the Group (excluding the impact of exceptional items) would be a minimum threshold of 65% conversion and a maximum threshold of 75% by the end of the year three target range (end of FY2025) rather than as a cumulative target.
- 20% of the award is subject to the performance condition that certain environmental targets are met. To give impetus to the Group's de-carbonisation efforts, a target has been set to reduce its Scope 1 emissions (being direct emissions from owned or controlled sources, which includes emissions from company-owned or operated facilities and vehicles) and Scope 2 emissions (being indirect emissions from the generation of purchased energy e.g. electricity, steam, heat and cooling) over the three financial years ending with FY2025, with a threshold of a 6% reduction set and a maximum of a 12% reduction.

The vesting of LTIP awards granted in June 2023 will be subject to the following performance conditions assessed across the three-year performance period FY2024 - FY2026. All such awards granted from June 2023 are subject to the following three performance conditions:

- 45% of the award is subject to certain EPS targets being met, with a minimum threshold set of 15.2c and a maximum of 16c. This is to be achieved by the end of the year three target range (end of FY2026) rather than as a cumulative target.
- 35% of the award is subject to the performance condition that the Total Shareholder Return ('TSR') of The Group – which is defined as the change in Net Return Index over the full performance period ending FY2026 – is ranked against a comparator group (which consists of the following members: A.G. Barr Plc, Bakkavor Group Plc, Britvic Plc, Cranswick Plc, Domino's Pizza Group Plc, Fevertree Drinks Plc, Fuller, Smith & Turner Plc, Greencore Group Plc, The Gym Group Plc, Hilton Food Group Plc, Hollywood Bowl Group Plc, J D Wetherspoon Plc, Marston's Plc, Mitchells & Butlers Plc, Premier Foods Plc, The Restaurant Group Plc, SSP Group Plc, Tate & Lyle Plc and Ten Entertainment Group Plc) with a minimum threshold of median performance in the comparator group and a maximum threshold of upper quartile performance in the comparator group.
- 20% of the award is subject to the performance condition that certain environmental targets are met. To give impetus to the Group's de-carbonisation efforts, a target has been set to reduce its Scope 1 emissions (being direct emissions from owned or controlled sources, which includes emissions from company-owned or operated facilities and vehicles) and Scope 2 emissions (being indirect emissions from the generation of purchased energy e.g. electricity, steam, heat and cooling) over the three financial years ending with FY2026, with a threshold of a 6% reduction set and a maximum of a 12% reduction.

Following the appointment of David Forde as Chief Executive Officer, the Group made an award of 842,636 shares to him on 3 November 2020 **('Buy-Out Awards'**). These shares were to compensate him for remuneration which he forfeited from his previous employment upon joining the Group. Reflecting the fact that the forfeited remuneration bought out was guaranteed cash-based remuneration, the closing share price on the day before the date of grant was used to calculate the number of shares to ensure the value was equal to the remuneration forfeited. The award vested in respect of 50% of the shares in November 2022 **('Buy-Out 1')** and 50% of the shares vested in November 2023 **('Buy-Out 2')**.

In June 2010, the Group established a **Recruitment and Retention Plan ('R&R')** under the terms of which options to purchase shares in C&C Group plc at nominal cost are granted to certain members of management, excluding Executive Directors.

4. SHARE-BASED PAYMENTS (continued)

The performance conditions and/or other terms and conditions for awards granted under this plan are specifically approved by the Board of Directors at the time of each individual award, following a recommendation by the Remuneration Committee. Performance conditions vary per award but include some or all of the following conditions: continuous employment, performance targets linked to the business unit to which the recipient is aligned, or a requirement to have a personal shareholding in the Company at the end of the performance period.

Obligations arising under the Recruitment and Retention Plan will be satisfied by the purchase of existing shares on the open market. Upon settlement, any difference between the amount included in the share-based payment reserve account and the cash paid to purchase the shares is recognised in retained income via the Statement of Changes in Equity.

The Group also has a **Deferred Bonus Plan ('DBP')** under the terms of which options to purchase shares in C&C Group plc at nominal cost are granted to certain members of management. Awards under this plan are subject to a continuous employment performance condition only.

In November 2011, the Group set up **Partnership and Matching Share Schemes** for all ROI and UK based employees of the Group under the approved profit-sharing schemes referred to below. Under these schemes, employees can invest in shares in C&C Group plc (partnership shares) that will be matched on a 1:1 basis by the Company (matching shares) subject to tax authority approved limits. Both the partnership and matching shares are held on behalf of the employee by the Scheme trustee, Link Group Limited. The shares are purchased on the open market on a monthly basis at the market price prevailing at the date of purchase with any remaining cash amounts carried forward and used in the next share purchase. The shares are held in trust for the participating employee, who has full voting rights and dividend entitlements on both partnership and matching shares. Matching shares may be forfeited and/or tax penalties may apply if the employee leaves the Group or removes their partnership shares within the Revenue-stipulated vesting period. The Revenue stipulated vesting period for matching shares awarded under the ROI scheme is three years and under the UK scheme is up to five years.

The Group held 1,151,959 matching shares (2,303,375 partnership and matching) in trust at 29 February 2024 (FY2023: 856,062 matching shares (1,845,879 partnership and matching shares held)).

In FY2020 the Group, recognising that some employees of Matthew Clark and Bibendum ('MCB') (which the Group acquired in FY2019) had previously lost money in a share scheme operated by the previous owners of MCB and prior to MCB being acquired by the Group, committed to allocating to those employees C&C Group plc shares in May 2021, equivalent in value to the amount they had lost in the share scheme of the previous owners of MCB. The employees must also be investing in the Group's partnership and matching share scheme to qualify for the award.

Award valuation

The fair values assigned to the equity settled awards granted were computed using the Black Scholes option pricing model and Monte Carlo model.

As per IFRS 2 *Share-based Payment*, non-market or performance-related conditions were not taken into account in establishing the fair value of equity instruments granted. Instead, these non-market vesting conditions are taken into account by adjusting the number of equity instruments included in the measurement of the transaction amount so that ultimately the amount recognised for time and services received as consideration for the equity instruments granted is based on the number of equity instruments that eventually vest, unless the failure to vest is due to failure to meet a market condition.

The main assumptions used in the valuations for equity settled share-based payment awards granted in the current and prior financial years were as follows:

	LTIP options granted June 23	LTIP options granted October 22	LTIP options granted June 22	R&R options granted June 23	R&R options granted December 22	R&R options granted June 22
Fair value at date of grant	€1.26	€1.87	€2.36	€1.12	€2.05	€2.22
Exercise price	-	-	-	-	-	-
Risk free interest rate	4.74%	3.22%	1.89%	4.74%	3.19%	1.89%
Expected volatility	39.0%	41.6%	42.9%	39.0%	37.7%	41.5%
Expected term until exercise (years)	3	3	3	3	2	3
Dividend yield	-	-	-	4.2%	2.0%	2.0%

Notes forming part of the financial statements (continued)

4. SHARE-BASED PAYMENTS (continued)

Expected volatility is calculated by reference to historic share price movements prior to the date of grant over a period of time commensurate with the expected term until exercise. The dividends which would be paid on a share reduces the fair value of an award since, in not owning the underlying shares, a recipient does not receive the dividend income on these shares. For LTIP, DBP and the Buy-Out awards, the participants are entitled to receive dividends, and therefore the dividend yield has been set to zero to reflect this.

Details of the share entitlements and share options granted under these schemes together with the share option expense are as follows:

Grant date	Vesting period	Number of options/ equity Interests granted*	Number deemed outstanding at 29 February 2024**	Grant price	Market value at date of grant	Fair value at date of grant*	Expense / (income) in Income Statement 2024	Restated Expense / (income) in Income Statement 2023 (restated)
				€	€	€	€m	€m
Executive Share Option Scheme								
1 June 2017	3 years	840,568	156,699	3.40	3.364	0.307	**-**	-
Long-Term Incentive Plan								
2 December 2020	3 years	824,888	284,126	-	2.54	2.47	**0.3**	0.2
15 June 2021	3 years	812,921	372,690	-	2.74	2.70	**(0.2)**	0.1
9 June 2022	2.72 years	1,327,763	521,427	-	2.38	2.36	**0.1**	0.8
28 October 2022	2.34 years	11,579	6,368	-	1.87	1.87	**-**	-
14 June 2023	2.71 years	1,791,823	1,496,233	-	1.59	1.26	**0.5**	-
Buy-Out Award								
3 November 2020	2-3 years	899,254	449,627	-	1.685	1.51	**0.2**	0.5
Recruitment & Retention Plan								
1 August 2017	1.8 years	65,585	14,826	-	2.8172	2.64	**-**	-
11 February 2019	2-3 years	477,081	6,008	-	3.05	2.47 – 2.77	**-**	0.4
12 December 2019	2.5 years	476,052	-	-	4.66	4.00	**-**	(0.3)
22 October 2020	2 years	17,826	8,913	-	1.98	1.85	**-**	-
27 May 2021****	Immediate	196,963	87,108	-	2.93	2.90	**-**	-
15 June 2021	1 year	170,230	79,883	-	2.74	2.70	**-**	0.2
9 June 2022	3 years	50,000	50,000	-	2.38	2.22	**-**	-
14 June 2023	2.71 years	93,670	93,670	-	1.59	1.12	**-**	-
Deferred Bonus Plan								
22 October 2020	2 years	17,826	8,913	-	1.98	1.85	**-**	-
		8,074,029	3,636,491				**0.9**	1.9
Partnership and Matching Share Schemes		2,303,375***					**0.5**	0.2

* The Group completed a successful Rights Issue in June 2021 at a discounted price of £1.86. The number of options/equity Interests granted and the fair value at date of grant were rebased following the Rights Issue.
** Excludes awards that are deemed to be not capable of achieving their performance conditions as at 29 February 2024.
*** Includes both partnership and matching shares.
**** Previously named 'MCB compensation awards'.

The amount charged to the Income Statement includes a credit of €0.3m (FY2023: credit of €0.3m), being the reversal of previously expensed charges on equity settled option schemes where the non-market performance conditions were deemed no longer capable of being achieved or the employee has left the Group.

4. SHARE-BASED PAYMENTS (continued)

A summary of activity under the Group's equity settled share option schemes with the weighted average exercise price of the share options is as follows:

	2024 Number of options/ equity Interests	2024 Weighted average exercise price €	2023 Number of options/ equity Interests	2023 Weighted average exercise price €
Outstanding at beginning of year	**4,152,756**	**0.13**	3,577,335	0.15
Granted	**1,885,493**	**-**	1,412,691	-
Exercised	**(809,569)**	**-**	(445,236)*	-
Forfeited/lapsed	**(1,592,189)**	**-**	(392,034)	-
Outstanding at end of year	**3,636,491**	**0.13**	4,152,756	0.15

* The exercised number of shares excludes previously lapsed shares of 155,495 that were reinstated due to changes in vesting assumptions on share options during FY2023, which were also exercised in FY2023.

The aggregate number of share options/equity Interests exercisable at 29 February 2024 was 1,096,103 (FY2023: 941,340).

The unvested share options/equity Interests (excluding those awards which are not deemed capable of vesting) outstanding at 29 February 2024 have a weighted average vesting period outstanding of 1.5 years (FY2023: 1.4 years). The weighted average contractual life outstanding of vested and unvested share options/equity Interests (excluding those which are not deemed capable of vesting) is 4.8 years (FY2023: 5.2 years).

The weighted average market share price at date of exercise of all share options/equity Interests exercised during the year was £1.43 or €1.65 euro equivalent (FY2023: €2.00 Euro equivalent); the average share price for the year was £1.43 or €1.65 euro equivalent (FY2023: €2.10 Euro equivalent); and the market share price as at 29 February 2024 was £1.43 or €1.67 euro equivalent (28 February 2023: €1.70 euro equivalent).

5. EXCEPTIONAL ITEMS

	2024 €m	2023 (restated) €m
COVID-19 (a)*	**-**	1.5
Restructuring costs (b)*	**(7.6)**	(13.3)
Impairment of goodwill (c)	**(125.0)**	-
Rights Issue costs (d)*	**-**	(0.7)
ERP implementation costs (e)*	**(10.4)**	-
Deposit Return Scheme costs (f)*	**(1.4)**	-
Other (g)*	**-**	0.1
Operating profit/(loss) exceptional items	**(144.4)**	(12.4)
Impairment of assets held for sale (h)	**(3.3)**	-
Profit on disposal*	**-**	1.1
Finance income (i)*	**0.2**	0.2
Finance expense (j)*	**(2.9)**	(2.6)
Included in profit before tax	**(150.4)**	(13.7)
Income tax credit (k)	**5.0**	2.5
Included in profit after tax	**(145.4)**	(11.2)

* These items have been tax effected in the Consolidated Income Statement

(a) COVID-19

The Group accounted for the COVID-19 pandemic as an exceptional item and realised an exceptional credit of €1.5m from operating activities in the prior financial year, broken down as follows: in FY2023 the Group reviewed the recoverability of its trade debtor and advances to customers and realised a credit of €0.9m with respect to its provision against trade debtors and a credit of €0.4m with respect to its provision for advances to customers. Also, during the prior financial year, the Group released €0.2m in relation to a provision for lost kegs.

Notes forming part of the financial statements
(continued)

5. EXCEPTIONAL ITEMS (continued)

(b) Restructuring costs
A strategic review of the Group's structure and operations was initiated during the current financial year to reduce costs and drive efficiency improvements in future periods. Redundancy costs of €5.0m plus associated legal and other related costs of €0.4m were incurred during the period relating to reorganisation of the business, including €2.0m in respect the Group's former CEO David Forde. Cash spend in the current financial period totalled €7.0m in respect of these costs.

As part of this review, following the significant alcohol duty reforms in the UK during the year, the Group has reassessed its bittersweet cider apple requirements resulting in an €0.3m apple concentrate inventory impairment and accrual of €0.8m of costs associated with the exit of surplus outsourced production capacity arrangements. There was no cash impact in the current financial period in respect of these costs.

The Group incurred origination, transition, and dual running costs of €1.1m directly associated with the exit of the Matthew Clark and Bibendum depot facility at Park Royal in London, and transfer of operations and relocation of assets to the new Orbital West London facility. These one-off costs were incurred to ensure minimal service disruption during this rationalisation of the supply chain logistics operating model. In addition to these costs, the Group incurred exceptional financing charges related to interest on lease liabilities of €0.8m relating to dual running or the Orbital West and Park Royal depots – as described in (k) below. All these one-off costs were cash settled in the current financial period.

In the prior financial year, costs of €1.1m were incurred in relation to severance costs which arose as a consequence of the ongoing optimisation of the delivery networks and operations in England and Scotland were incurred, and a further charge of €12.2m has been recognised as a result of an understatement of onerous contract provisions as detailed in note 31.

(c) Impairment of goodwill
In accordance with IAS 36 *Impairment of Assets* the Group is required to assess whether goodwill and brands considered to have an indefinite useful economic life are carried below their recoverable amount. Accordingly, impairment reviews are performed annually, or more frequently if there is an indication that the carrying amount may not be recoverable. A non-cash impairment charge of €125m has been recognised during the year in respect of the C&C Brands cash generating unit reflecting continuing challenging trading conditions in the crowded and competitive UK cider market. This has resulted in uncertainty in the longer-term outlook for Magners cider in the Great Britain operating segment, which together with other macroeconomic factors is restricting the Group's ability to innovate and trade its way back to sustainable profit growth.

(d) Rights Issue costs
In the prior financial year, costs of €0.7m were incurred as a result of the Group's Rights Issue – this cost was in respect of a clarification of VAT treatment by the European Court of Justice on 8 September 2022.

(e) ERP implementation costs
The Group undertook a strategic project to introduce a new and complex enterprise resource planning ('ERP') system in the MCB business in Great Britain. The implementation took longer and was significantly more challenging and disruptive than originally envisaged, with a consequent material impact on service and profitability within MCB. In total, a cash cost of €10.4m has been incurred during the period to restore service levels to normal. Due to their size, nature and incidence, these costs have been classified as exceptional items as they are not reflective of the underlying performance of the business and are one-off in nature. In addition to these costs, the Group incurred exceptional financing charges emanating from the ERP implementation of €1.7m associated with increased utilisation of the Group's debtor securitisation facility to meet working capital requirements arising from the ERP system implementation disruption in the Group's GB distribution business – see (k) below.

5. EXCEPTIONAL ITEMS (continued)

(f) Deposit Return Scheme costs
The Group wrote off balances paid during the period of €0.5m associated with the Deposit Return Scheme ('DRS') in Scotland following the announcement by the Scottish Government in June 2023 that the scheme would be delayed until at least October 2025. The Group incurred and paid a further €0.9m of one-off packaging and marketing related costs following the introduction of the DRS in Ireland during the period.

(g) Other
In the prior financial year €0.1m was released in relation to a provision for legal disputes.

(h) Impairment of assets held for sale
As described in note 16, the Group has classified its Portuguese businesses as a disposal group at the year end, and this has resulted in a non-cash goodwill write-off of the remaining €3.3m being recognised during the period following the re-measurement of the fair values of the disposal group.

The Group has also reached an agreement to sell certain non-core assets related to its non-alcoholic beverages business for a cash consideration received during the period of €0.4m, realising a net gain on disposal of €nil. Further costs in respect of the continued reorganisation of this business line are expected to be incurred during FY2025.

During the prior year, the Group completed the sale of its held for sale asset, Admiral Taverns, realising a profit of €0.4m on disposal and received contingent consideration of €0.7m in relation to the sale of its Tipperary Water Cooler business.

(i) Finance income
The Group earned finance income of €0.2m in both the current and prior financial years relating to promissory notes issued as part of the disposal of the Group's subsidiary Vermont Hard Cider Company in FY2022.

(j) Finance expense
As described in (e) above, €1.7m of finance expenses were incurred in the current year as a direct consequence of the ERP system implementation disruption from increased use of the Group's debtor securitisation facility. An additional €0.8m of interest on lease liabilities has been classified as exceptional in the current year, as described in (b) above, arising from supply-chain restructuring activity undertaken during the year, together with €0.4m of discount accrual related to provisions for onerous contracts recognised in accordance with IFRS 9 in previous periods.

The Group incurred costs of €2.6m during the prior financial year directly associated with covenant waivers due to the impact of COVID-19. These costs included waiver fees, increased margins payable and other professional fees associated with covenant waivers.

(k) Income tax credit/(charge)
The tax credit in the current financial year, with respect to exceptional items, amounted to a credit of €5.0m (FY2022: €2.5m credit).

Notes forming part of the financial statements
(continued)

6. FINANCE INCOME AND EXPENSE

In the year ended 29 February 2024, the Group restated the prior year financial information. Details of the restatement are contained in note 31.

	2024 €m	2023 (restated) €m
Recognised in Income Statement		
Finance expense:		
Interest expense on borrowings	**(11.6)**	(8.2)
Other finance expense*	**(5.8)**	(4.8)
Interest on lease liabilities (note 19)	**(4.0)**	(3.7)
Total finance expense	**(21.4)**	(16.7)
Exceptional finance expense:		
Interest expense on borrowings	**(2.1)**	(2.6)
Interest on lease liabilities (note 19)	**(0.8)**	-
Total exceptional finance expense	**(2.9)**	(2.6)
Finance income:		
Interest income	**0.2**	-
Total finance income	**0.2**	-
Exceptional finance income:		
Interest income	**0.2**	0.2
Total exceptional finance income	**0.2**	0.2
Net finance expense	**(23.9)**	(19.1)

	2024 €m	2023 €m
Recognised directly in Other Comprehensive Income		
Foreign currency translation differences arising on the net investment in foreign operations	**9.2**	(19.8)
Foreign currency recycled on disposal of assets held for sale	**-**	0.4
Net income/(expense) recognised directly in Other Comprehensive Income	**9.2**	(19.4)

*Interest expense includes debtor securitisation costs of €5.0m (FY2023 €3.0m)

7. INCOME TAX

In the year ended 29 February 2024, the Group restated the prior year financial information. Details of the restatement are contained in note 31.

(a) Analysis of expense in year recognised in the Income Statement

	2024 €m	2023 (restated) €m
Current tax:		
Irish corporation tax	**2.1**	3.7
Foreign corporation tax	**(0.2)**	1.9
Adjustments in respect of previous years	**0.7**	0.7
	2.6	6.3
Deferred tax:		
Irish	**0.6**	0.6
Foreign	**(0.7)**	4.2
Adjustments in respect of previous years	**(0.6)**	1.5
Rate change impact	**-**	(0.7)
	(0.7)	5.6
Total income tax expense recognised in Income Statement	**1.9**	11.9
Relating to continuing operations		
– continuing operations before exceptional items	**6.9**	14.4
– continuing operations exceptional items	**(5.0)**	(2.5)
Total	**1.9**	11.9

The tax assessed for the year is different from that calculated at the standard rate of corporation tax in the Republic of Ireland, as explained below:

	2024 €m	2023 (restated) €m
(Loss)/profit before tax	**(111.6)**	52.2
Tax at standard rate of corporation tax in the Republic of Ireland of 12.5%	**(14.0)**	6.5
Actual tax expense is affected by the following:		
Expenses not deductible for tax purposes*	**17.7**	1.3
Adjustments in respect of prior years	**0.1**	2.2
Income taxed at rates other than the standard rate of tax	**1.0**	2.1
Other	**(2.4)**	(1.2)
Non-recognition/(recognition) of deferred tax assets	**(0.5)**	1.0
Total income tax expense	**1.9**	11.9

* Included within expenses not deductible for tax purposes in FY24 is the €125m goodwill impairment of C&C Brands.

(b) Deferred tax recognised directly in Other Comprehensive Income

	2024 €m	2023 €m
Deferred tax arising on revaluation of property, plant & machinery reflected in revaluation reserve	**0.2**	(0.3)
Deferred tax arising on movement of retirement benefits	**(1.4)**	(0.1)
Total deferred tax credit	**(1.2)**	(0.4)

Notes forming part of the financial statements
(continued)

7. INCOME TAX (continued)

(c) Factors that may affect future charges
Future income tax charges may be impacted by changes to the corporation tax rates and/or changes to corporation tax legislation in force in the jurisdictions in which the Group operates. Under Finance Act 2021, the current UK corporation tax of 19% increased to 25% from 1 April 2023. Changes in the geographical mix of future earnings will also impact the total tax charge.

The Organisation for Economic Co-operation and Development (OECD)/G20 Inclusive Framework on Base Erosion and Profit Shifting published the Pillar Two model rules designed to address the tax challenges arising from the digitalisation of the global economy. The legislation will be effective for the Group's financial year beginning 1 March 2024. The Government of Ireland, the jurisdiction in which C&C Group plc is incorporated, transposed the Global Minimum Tax Pillar Two rules into domestic legislation as part of the Finance (No. 2) Act 2023 (the 'Finance Act'). The Finance Act closely follows the EU Minimum Tax Directive and OECD Guidance released to date. The objective of these complex rules is to achieve minimum effective tax rates of 15% globally.

C&C Group plc, the ultimate parent company of the Group, will be required to pay to the Irish tax authorities top-up tax on the profits of its subsidiaries with an effective tax rate of less than 15% for each jurisdiction in which the Group operates. Alternatively, it can elect to rely on safe harbour criteria to exclude qualifying subsidiaries. The Group is currently assessing the impact of these new rules, but as the Group already has a Pillar Two effective tax rate of greater than 15% in most of the countries in which it operates, the Group does not expect these rules to have a material impact on the Group's total tax charge in future periods.

No current tax income or expense related to Pillar Two income taxes was recognised in the tax charge for the year ended 29 February 2024. The Group is continuing to assess the impact of the Pillar Two income taxes legislation on its future financial performance.

8. DIVIDENDS

	2024 €m
Dividends paid:	
Final: paid 3.79 cent per ordinary share in July 2023	**14.9**
Interim: paid 1.89 cent per ordinary share in December 2023	**7.5**
Total equity dividends	**22.4**
Settled as follows:	
Paid in cash	**22.3**
Accrued with respect to LTIP dividend entitlements	**0.1**
	22.4

In order to achieve better alignment of the interest of share-based remuneration award recipients with the interests of Shareholders, Shareholder approval was given at the 2012 AGM to a proposal that awards made and that vest under the LTIP incentive programme should reflect the equivalent value to that which accrues to Shareholders by way of dividends during the vesting period. The Deferred Bonus Plan and the Buy-Out Awards also accrue dividends during the vesting period.

Subject to Shareholder approval at the Annual General Meeting, the Directors have proposed a final dividend of 3.97 cent per share (FY2023: 3.79 cent per share) to be paid on 23 August 2024 to ordinary Shareholders registered at the close of business on 19 July 2024. An interim dividend was paid with respect to the current financial year of 1.89 cent per share (FY2023: nil cent per share); therefore, the Group's proposed full year dividend will amount to 5.86 cent per share (FY2023: 3.79 cent per share). Using the number of shares in issue at 29 February 2024 and excluding those shares for which it is assumed that the right to dividend will be waived, this would equate to a distribution of €15.6m. There is no scrip dividend alternative proposed.

Final dividends on ordinary shares are recognised as a liability in the financial statements only after they have been approved at an Annual General Meeting of the Company. Interim dividends on ordinary shares are recognised when they are paid.

9. EARNINGS PER ORDINARY SHARE

In the year ended 29 February 2024, the Group restated the prior year financial information. Details of the restatement are contained in note 31.

Denominator computations

	2024 Number '000	2023 Number '000
Number of shares at beginning of year	**402,007**	401,914
Shares issued in respect of options exercised	**702**	93
Number of shares at end of year (note 26)	**402,709**	402,007
Weighted average number of ordinary shares (basic)*	**391,111**	390,688
Adjustment for the effect of conversion of options	**2,498**	2,156
Weighted average number of ordinary shares, including options (diluted)	**393,609**	392,844

* Excludes 11.2m treasury shares (FY2023: 11.0m).

Profit attributable to ordinary Shareholders

	2024 €m	2023 (restated) €m
Group (loss)/profit for the financial year	**(113.5)**	40.3
Adjustment for exceptional items, net of tax (note 5)	**145.4**	11.2
Earnings as adjusted for exceptional items, net of tax	**31.9**	51.5

	Cent	Cent
Basic earnings per share		
Basic earnings per share	**(29.0)**	10.3
Adjusted basic earnings per share	**8.1**	13.2
Diluted earnings per share		
Diluted earnings per share	**(29.0)**	10.3
Adjusted diluted earnings per share	**8.1**	13.1

Basic earnings per share is calculated by dividing the Group profit for the financial year by the weighted average number of ordinary shares in issue during the year, excluding ordinary shares purchased/issued by the Group and accounted for as treasury shares (FY2024: 11.2m shares, FY2023: 11.0m shares).

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all potential dilutive ordinary shares. The average market value of the Company's shares for purposes of calculating the dilutive effect of share options was based on quoted market prices for the period of the year that the options were outstanding.

Employee share awards (excluding awards which were granted under plans where the rules stipulate that obligations must be satisfied by the purchase of existing shares (note 4)), which are performance-based are treated as contingently issuable shares because their issue is contingent upon satisfaction of specified performance conditions in addition to the passage of time. In accordance with IAS 33 *Earnings per Share*, these contingently issuable shares are excluded from the computation of diluted earnings per share where the vesting conditions would not have been satisfied as at the end of the reporting period (FY2024: 1,704,067; FY2023: 445,410). If dilutive other contingently issuable ordinary shares are included in diluted EPS based on the number of shares that would be issuable if the end of the reporting period was the end of the contingency period.

Notes forming part of the financial statements
(continued)

10. BUSINESS COMBINATIONS/DIVESTMENTS AND NON-CONTROLLING INTERESTS

The Group had no new business combinations or divestments during the current financial year.

The Group continues to hold the promissory notes of USD 4.8m, which formed the non-cash consideration from the sale of Vermont Hard Cider Company (VHCC) as a financial asset. This has been retranslated to €4.4m in the current financial year (FY2023: €4.5m).

11. PROPERTY, PLANT & EQUIPMENT

In the year ended 29 February 2024, the Group restated the prior year financial information. Details of the restatement are contained in note 31.

	Freehold land & buildings €m	Plant & machinery €m	Motor vehicles & other equipment €m	Total €m
Group				
Cost or valuation				
At 28 February 2022 (previously stated)	94.9	214.1	59.5	368.5
Prior period restatements	-	-	0.4	0.4
At 28 February 2022 (restated)	94.9	214.1	59.9	368.9
Translation adjustment	(2.5)	(3.4)	(1.3)	(7.2)
Additions (restated)	0.4	10.9	4.7	16.0
Revaluation of property, plant & machinery	(0.6)	(0.1)	-	(0.7)
Reclassification	0.8	(0.8)	-	-
At 28 February 2023 (restated)	93.0	220.7	63.3	377.0
Translation adjustment	**1.4**	**1.8**	**0.6**	**3.8**
Additions	**3.4**	**4.6**	**5.8**	**13.8**
Assets held for sale (note 16)	**(3.2)**	**(6.8)**	**-**	**(10.0)**
Disposals	**-**	**(2.0)**	**(0.2)**	**(2.2)**
Impairment	**-**	**-**	**(0.4)**	**(0.4)**
Revaluation of property, plant & machinery	**1.0**	**(0.4)**	**-**	**0.6**
At 29 February 2024	**95.6**	**217.9**	**69.1**	**382.6**
Depreciation				
At 28 February 2022 (previously stated)	20.2	150.9	51.4	222.5
Prior period restatements	-	-	0.1	0.1
At 28 February 2022 (restated)	20.2	150.9	51.5	222.6
Translation adjustment	(0.6)	(1.8)	(1.1)	(3.5)
Charge for the year (restated)	2.3	5.3	2.7	10.3
At 28 February 2023 (restated)	21.9	154.4	53.1	229.4
Translation adjustment	**0.4**	**0.9**	**0.5**	**1.8**
Assets held for sale (note 16)	**(0.8)**	**(4.0)**	**-**	**(4.8)**
Disposals	**-**	**(1.9)**	**-**	**(1.9)**
Charge for the year	**1.5**	**6.1**	**2.8**	**10.4**
At 29 February 2024	**23.0**	**155.5**	**56.4**	**234.9**
Net book value				
At 29 February 2024	**72.6**	**62.4**	**12.7**	**147.7**
At 28 February 2023 (restated)	71.1	66.3	10.2	147.6

11. PROPERTY, PLANT & EQUIPMENT (continued)

	Freehold land & buildings €m	Plant & machinery €m	Motor vehicles & other equipment €m	Total €m
29 February 2024				
Leased right-of-use assets				
At 29 February 2024, net carrying amount (note 19)	**54.9**	**5.3**	**39.8**	**100.0**
Total property, plant & equipment	**127.5**	**67.7**	**52.5**	**247.7**
28 February 2023				
Leased right-of-use assets				
At 28 February 2023, net carrying amount (restated) (note 19)	31.5	2.5	33.4	67.4
Total property, plant & equipment (restated)	102.6	68.8	43.6	215.0

Cash outflow with respect to property, plant & equipment was €18.1m (FY2023 (restated): €10.1m) primarily due to a decrease in closing capital accruals as at 29 February 2024. No depreciation is charged on freehold land which had a book value of €16.3m at 29 February 2024 (FY2023: €16.1m).

Valuation of freehold land & buildings and plant & machinery - 29 February 2024

In the current financial year, the Group engaged the Real Estate & Capital Equipment Valuation team of PricewaterhouseCoopers LLP to value the Group's freehold land & buildings and plant & machinery at the Group's manufacturing facilities in Clonmel (Tipperary), Wellpark (Glasgow) and the Group's facility in Castel Branco in Portugal. The valuers are members of the Royal Institution of Chartered Surveyors with experience of undertaking property, plant and equipment valuations on a global basis.

For specialised assets, comprising the production facilities at Clonmel, Wellpark Brewery and Portugal the Depreciated Replacement Cost approach has been applied to value land & buildings. The Depreciated Replacement Cost approach was also used to derive fair value for the plant & machinery at the Group's manufacturing facilities given their specialised nature.

The result of these external valuations, as at 29 February 2024, was an increase in the value of freehold land & buildings of €1.0m of which €0.5m was credited to the Income Statement and €0.5m was credited to Other Comprehensive Income. Additionally, there was a decrease in the value of plant & machinery of €0.4m of which €0.1m was charged to the Income Statement and €0.3m was charged to Other Comprehensive Income.

For all other items of land & buildings and plant & machinery the Group completed an internal assessment of the appropriateness of their carrying value. Assisted by a market overview provided by the valuation team from PricewaterhouseCoopers LLP, with respect to the geographic locations of the Group's assets, the Group concluded that the carrying value was appropriate at 29 February 2024 and no adjustment was recorded in this regard.

Valuation of freehold land & buildings and plant & machinery - 28 February 2023

In the prior financial year, the Group engaged the Real Estate & Capital Equipment Valuation team of PricewaterhouseCoopers LLP to value the Group's freehold land & buildings and plant & machinery at the Group's manufacturing facilities in Clonmel (Tipperary), Wellpark (Glasgow) and the Group's facility in Castel Branco in Portugal. The valuers are members of the Royal Institution of Chartered Surveyors with experience of undertaking property, plant and equipment valuations on a global basis.

For specialised assets, comprising the production facilities at Clonmel, Wellpark Brewery and Portugal the Depreciated Replacement Cost approach has been applied to value land & buildings. The Depreciated Replacement Cost approach was also used to derive fair value for the plant & machinery at the Group's manufacturing facilities given their specialised nature.

The result of these external valuations, as at 28 February 2023, was a decrease in the value of freehold land & buildings of €0.6m of which €0.4m was credited to the Income Statement and €1.0m was charged to Other Comprehensive Income. Additionally, there was a decrease in the value of plant & machinery of €0.1m of which €0.4m was charged to the Income Statement and €0.3m was credited to Other Comprehensive Income.

Notes forming part of the financial statements (continued)

11. PROPERTY, PLANT & EQUIPMENT (continued)

For all other items of land & buildings and plant & machinery the Group completed an internal assessment of the appropriateness of their carrying value. Assisted by a market overview provided by the valuation team from PricewaterhouseCoopers LLP, with respect to the geographic locations of the Group's assets, the Group concluded that the carrying value was appropriate at 28 February 2023 and no adjustment was recorded in this regard.

Useful Lives

The following useful lives were attributed to the assets:

Asset category	Useful life
Tanks	30–35 years
Process equipment	20 –50 years
Bottling & packaging equipment	15–35 years
Process automation	10 years
Buildings	50 years

	Freehold land & buildings €m	Plant & machinery €m	Motor vehicles & other equipment €m	Total €m
Net book value (pre right-of-use assets)				
Carrying value at 29 February 2024 post revaluation	**72.6**	**62.4**	**12.7**	**147.7**
Carrying value at 29 February 2024 pre revaluation	**71.6**	**62.8**	**12.7**	**147.1**
Gain/(loss) on revaluation	**1.0**	**(0.4)**	**-**	**0.6**

29 February 2024 classified within:	
Income statement	**0.4**
Other Comprehensive Income	**0.2**

	Freehold land & buildings €m	Plant & machinery €m	Motor vehicles & other equipment (restated) €m	Total (restated) €m
Net book value (pre right-of-use assets)				
Carrying value at 28 February 2023 post revaluation (restated)	71.1	66.3	10.2	147.6
Carrying value at 28 February 2023 pre revaluation (restated)	71.7	66.4	10.2	148.3
Loss on revaluation	(0.6)	(0.1)	-	(0.7)

28 February 2023 classified within:	
Income statement	0.0
Other Comprehensive Income	(0.7)

11. PROPERTY, PLANT & EQUIPMENT (continued)

Fair value hierarchy

The valuations of freehold land & buildings and plant & machinery, excluding right-of-use assets, are derived using data from sources which are not widely available to the public and involve a degree of judgement. For these reasons, the valuations of the Group's freehold land & buildings and plant & machinery are classified as 'Level 3' as defined by IFRS 13 *Fair Value Measurement*, and as illustrated below:

	Carrying amount €m	Quoted prices Level 1 €m	Significant observable Level 2 €m	Significant unobservable Level 3 €m
Recurring measurements				
Freehold land & buildings measured at market value	**13.5**	**-**	**-**	**13.5**
Freehold land & buildings measured at Depreciated Replacement Cost	**59.1**	**-**	**-**	**59.1**
Plant & machinery measured at Depreciated Replacement Cost	**62.4**	**-**	**-**	**62.4**
At 29 February 2024	**135.0**	**-**	**-**	**135.0**

	Carrying amount €m	Quoted prices Level 1 €m	Significant observable Level 2 €m	Significant unobservable Level 3 €m
Recurring measurements				
Freehold land & buildings measured at market value	13.5	-	-	13.5
Freehold land & buildings measured at Depreciated Replacement Cost	57.6	-	-	57.6
Plant & machinery measured at Depreciated Replacement Cost	66.3	-	-	66.3
At 28 February 2023	137.4	-	-	137.4

Measurement techniques

The Group used the following techniques to determine the fair value measurements categorised in Level 3:

- The Group's depots are valued using a market value approach. The market value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.
- The Group's specialised assets such as the production facilities at Clonmel, Wellpark and Portugal are valued using the Depreciated Replacement Cost approach. Depreciated Replacement Cost is assessed, firstly, by the identification of the gross replacement cost for each class of asset at each of the Group's plants. A depreciation factor derived from both the physical and functional obsolescence of each class of asset, taking into account estimated residual values at the end of the life of each class of asset, is then applied to the gross replacement cost to determine the net replacement cost. An economic obsolescence factor, which is derived based on current and anticipated capacity or utilisation of each plant and machinery asset, at each of the Group's plants, as a function of total available production capacity, is applied to determine the Depreciated Replacement Cost.

Notes forming part of the financial statements (continued)

11. PROPERTY, PLANT & EQUIPMENT (continued)

Unobservable inputs

The significant unobservable inputs used in the market value measurement of land & buildings is as follows:

Valuation technique	Significant unobservable inputs	Range of unobservable inputs – Land ('000)	Range of unobservable inputs – Buildings	Relationship of unobservable inputs to fair value
Comparable market transactions	Price per square foot/ acre			The higher the price per square foot/acre, the higher the fair value
	Republic of Ireland	€50–€150 (FY2023: €50–€150) per hectare	€45–€1,273 (FY2023: €54–€1,249) per square metre	
	Portugal	€40 (FY2023: €40) per hectare	€105 – €600 (FY2023: €100 - €611) per square metre	
	United Kingdom	£150 – £250 (FY2023: £150- £250) per acre	£246 – £1,651 (FY2023: £254 to £1,645) per square metre	

The significant unobservable inputs used in the Depreciated Replacement Cost measurement of freehold land & buildings and plant & machinery are as follows:

Gross replacement cost adjustment	Increase in gross replacement cost ranging from 0% to 7% (FY2023: 12% to 20%)
Economic obsolescence adjustment factor	Economic obsolescence, considered on an asset-by-asset basis, for each plant, ranging from 0% to 20% (FY2023: 0% to 100%). The weighted average obsolescence factor by site is as follows: Cidery, Ireland – 20% (FY2023: 21%); Brewery Scotland – 3% (FY2023: 8%) and Cidery, Portugal – 0% (FY2023: 0%)
Physical and functional obsolescence adjustment factor	Adjustment for changes to physical and functional obsolescence ranging from 65% to 87% (FY2023: 63% to 83%)

The carrying value of depot freehold land & buildings would increase/(decrease) by €0.6m (FY2023: €0.7m) if the comparable open market value increased/(decreased) by 5%.

The carrying value of freehold land & buildings which is valued on the Depreciated Replacement Cost basis, would increase by €2.3m (FY2023: €2.4m) if the economic obsolescence adjustment factor was decreased by 5%. If the economic obsolescence adjustment increased by 5% the value would decrease by €2.3m (FY2023: €2.9m). The estimated carrying value of the same land & buildings would increase/(decrease) by €1.1m (FY2023: €1.1m) if the gross replacement cost was increased/(decreased) by 2%.

The carrying value of plant & machinery in the Group, which is valued on the Depreciated Replacement Cost basis, would increase by €3.1m (FY2023: €3.2m) if the economic obsolescence adjustment factor was decreased by 5%. If the economic obsolescence adjustment increased by 5% the value would decrease by €3.1m (FY2023: €4.0m). If the gross replacement cost was increased by 2% the carrying value of the Group's plant & machinery would increase by €0.8m (FY2023: €0.8m). If the gross replacement cost decreased by 2% the carrying value of the Group's plant & machinery would decrease by €1.3m (FY2023: €1.2m).

Company

The Company has no property, plant & equipment.

12. GOODWILL & INTANGIBLE ASSETS

	Goodwill €m	Brands €m	Other intangible assets €m	Total €m
Cost				
At 28 February 2022	606.3	326.4	43.2	975.9
Additions (restated)	-	-	3.7	3.7
Translation adjustment	(7.7)	(5.3)	(0.6)	(13.6)
At 28 February 2023 (restated)	598.6	321.1	46.3	966.0
Additions	**-**	**-**	**1.9**	**1.9**
Impairment of assets held for sale (note 5)	**(3.3)**	**-**	**-**	**(3.3)**
Translation adjustment	**3.7**	**2.5**	**0.4**	**6.6**
At 29 February 2024	**599.0**	**323.6**	**48.6**	**971.2**
Amortisation and impairment				
At 28 February 2022	76.2	214.6	28.6	319.4
Amortisation charge for the year	-	-	2.5	2.5
At 28 February 2023	76.2	214.6	31.1	321.9
Impairment charge for the year	**125.0**	**-**	**-**	**125.0**
Amortisation charge for the year	**-**	**-**	**2.4**	**2.4**
At 29 February 2024	**201.2**	**214.6**	**33.5**	**449.3**
Net book value				
At 29 February 2024	**397.8**	**109.0**	**15.1**	**521.9**
At 28 February 2023 (restated)	522.4	106.5	15.2	644.1

Goodwill

Goodwill has been attributed to cash generating units (as identified under IAS 36 *Impairment of Assets*) as follows:

	Ireland €m	Scotland €m	C&C Brands €m	North America €m	Export €m	MCB €m	Total €m
At 28 February 2022	154.5	60.6	181.3	9.2	16.0	108.5	530.1
Translation adjustment	-	(1.7)	(0.8)	-	-	(5.2)	(7.7)
At 28 February 2023	154.5	58.9	180.5	9.2	16.0	103.3	522.4
Impairment charge for the year	**-**	**-**	**(125.0)**	**-**	**-**	**-**	**(125.0)**
Impairment of assets held for sale (note 5)	**-**	**-**	**-**	**-**	**(3.3)**	**-**	**(3.3)**
Translation adjustment	**-**	**0.9**	**0.3**	**(0.1)**	**0.1**	**2.5**	**3.7**
At 29 February 2024	**154.5**	**59.8**	**55.8**	**9.1**	**12.8**	**105.8**	**397.8**

Goodwill consists both of goodwill capitalised under Irish GAAP, which at the transition date to IFRS was treated as deemed cost and goodwill that arose on the acquisition of businesses and represents the synergies arising from cost savings and the opportunity to utilise the extended distribution network of the Group to leverage the marketing of acquired products.

Notes forming part of the financial statements (continued)

12. GOODWILL & INTANGIBLE ASSETS (continued)

In line with IAS 36 *Impairment of Assets* goodwill is allocated to each cash generating unit which is expected to benefit from the combination synergies. These cash generating units represent the lowest level within the Group at which goodwill is monitored for internal management purposes.

All goodwill is regarded as having an indefinite life and is not subject to amortisation under IFRS but is subject to annual impairment testing.

Brands

Brands are expected to generate positive cash flows for as long as the Group owns the brands and have been assigned indefinite lives.

Capitalised brands include the Tennent's beer brands and the Gaymers cider brands acquired during FY2010, Waverley wine brands acquired during FY2013 and the Matthew Clark and Bibendum brands acquired during FY2019.

The Tennent's, Gaymers and Matthew Clark and Bibendum brands were valued at fair value on the date of acquisition in accordance with the requirements of IFRS 3 *Business Combinations* by independent professional valuers. The Waverley wine brands were valued at cost.

The carrying value of the Tennent's beer brand as at 29 February 2024 amounted to €74.7m (FY2023: €73.0m) and has an indefinite life which is subject to annual impairment testing. The movement in the current financial year is due to translation adjustment.

The carrying value of brands with indefinite lives are allocated to operating segments as follows:

	Ireland €m	Great Britain €m	Total €m
At 28 February 2022	-	111.8	111.8
Translation adjustment	-	(5.3)	(5.3)
At 28 February 2023	-	106.5	106.5
Translation adjustment	**-**	**2.5**	**2.5**
At 29 February 2024	**-**	**109.0**	**109.0**

The brands are protected by trademarks, which are renewable indefinitely in all major markets where they are sold, and it is the Group's policy to support them with the appropriate level of brand advertising. In addition, there are not believed to be any legal, regulatory or contractual provisions that limit the useful lives of these brands. Accordingly, the Directors believe that it is appropriate that the brands be treated as having indefinite lives for accounting purposes.

No intangible assets were acquired by way of government grant. There are no title restrictions on any of the capitalised intangible assets and no intangible assets are pledged as security. There are no contractual commitments in relation to the acquisition of intangible assets at year end.

12. GOODWILL & INTANGIBLE ASSETS (continued)

Other intangible assets
Other intangible assets have been attributed to operating segments (as identified under IFRS 8 *Operating Segments*) as follows:

	Ireland €m	Great Britain €m	Total €m
Cost			
At 28 February 2022	7.1	36.1	43.2
Additions (restated)	0.2	3.5	3.7
Translation adjustment	-	(0.6)	(0.6)
At 28 February 2023 (restated)	7.3	39.0	46.3
Additions	**-**	**1.9**	**1.9**
Translation adjustment	**-**	**0.4**	**0.4**
At 29 February 2024	**7.3**	**41.3**	**48.6**
Amortisation and impairment			
At 28 February 2022	4.0	24.6	28.6
Amortisation charge for the year	0.7	1.8	2.5
At 28 February 2023	4.7	26.4	31.1
Amortisation charge for the year	**0.6**	**1.8**	**2.4**
At 29 February 2024	**5.3**	**28.2**	**33.5**
Net book value			
At 29 February 2024	**2.0**	**13.1**	**15.1**
At 28 February 2023 (restated)	2.6	12.6	15.2

Other intangible assets comprise the fair value of trade relationships acquired as part of the acquisition of Matthew Clark and Bibendum in FY2019, trade relationships acquired as part of the acquisition of TCB Wholesale during FY2015, the Gleeson trade relationships acquired during FY2014 and 20-year distribution rights for third-party beer products acquired as part of the acquisition of the Tennent's business during FY2010. These were valued at fair value on the date of acquisition in accordance with the requirements of IFRS 3 *Business Combinations* by independent professional valuers. The intangible assets have a finite life and are subject to amortisation on a straight-line basis. Also included within other intangible assets are software and licences.

The amortisation charge for the year ended 29 February 2024 with respect to intangible assets was €2.4m (FY2023: €2.5m).

Impairment testing
To ensure that goodwill and brands that are considered to have an indefinite useful economic life are not carried at above their recoverable amount, impairment testing is performed to compare the carrying value of the total assets (including indefinite life assets) of the cash generating unit with their recoverable amount through value-in-use computations. Impairment testing is performed annually or more frequently if there is an indication that the carrying amount may not be recoverable. Where the value-in-use exceeds the carrying value of the asset, the asset is not impaired.

As permitted by IAS 36 *Impairment of Assets*, the value of the Group's goodwill has been allocated to groups of cash generating units, which are not larger than an operating segment determined in accordance with IFRS 8 *Operating Segments*. These business segments represent the lowest levels within the Group at which the associated goodwill is monitored for management purposes.

The recoverable amount is calculated using value-in-use computations based on estimated future cash flows discounted to present value using a discount rate appropriate to each cash generating unit and brand. Terminal values are calculated on the assumption that cash flows continue in perpetuity.

The key assumptions used are:
- Expected volume, net revenue and operating profit growth rates – cash flows for each cash generating unit and brand are based on detailed, Board-approved, financial projections for year one which are then projected out for years two, three, four and five.
- Long-term growth rate – cash flows after the first five years are extrapolated using a long-term growth rate, on the assumption that cash flows for the first five years will increase at a nominal growth rate in perpetuity.
- Discount rate.

Notes forming part of the financial statements
(continued)

12. GOODWILL & INTANGIBLE ASSETS (continued)

The key assumptions are based on management's assessment of anticipated market conditions for each cash generating unit. Persistent cost inflation pressures have been mitigated by implementing a series of price increases and cost hedge positions, providing a degree of protection from the inflationary environment as the Group enters FY2025. Historical experience was considered, along with an analysis of core strengths and weaknesses in the markets of operation. External factors considered include macroeconomic conditions, inflation expectations by geography, regulation and anticipated regulatory changes (such as expected adjustments to duty rates and minimum pricing), market growth rates, sales price trends, competitor activity, market share objectives, and strategic plans and initiatives.

The impact of climate change has been incorporated into the Group's Goodwill impairment assessment and financial forecasts for each cash generating unit. This includes considering the recoverability of Goodwill taking into account the Group's sustainability initiatives, examples of which include the Out of Plastics project, the installation of Ireland's largest rooftop solar panel system in Clonmel, and heat recovery systems at the Group's manufacturing sites. The Group recognises that sustainability is an integral part of the Group's brands' growth journeys and consumers are increasingly concerned about the environmental impact of the brands they support.

A terminal growth rate of 2.00% (FY2023: 2.00%) in perpetuity was assumed based on an assessment of the likely long-term growth prospects for the sectors and geographies in which the Group operates. The resulting cash flows were discounted to present value using a range of discount rates between 7.20%-8.20% (FY2023: 7.17%-8.74%); these rates are in line with the Group's estimated pre-tax weighted average cost of capital for the two main geographies in which the Group operates (Ireland and Great Britain), arrived at using the Capital Asset Pricing Model as adjusted for asset and country specific factors.

The Group has performed the detailed impairment testing calculations by cash generating units with the following discount rates being applied:

Market	Discount rate 2024	Discount rate 2023	Terminal growth rate 2024	Terminal growth rate 2023
Ireland	**7.20%**	8.74%	**2.00%**	2.00%
Scotland	**8.20%**	8.15%	**2.00%**	2.00%
C&C Brands	**8.20%**	8.15%	**2.00%**	2.00%
North America	**7.60%**	7.17%	**2.00%**	1.75%
Export	**8.20%**	8.15%	**2.00%**	2.00%
Matthew Clark Bibendum (MCB)	**8.20%**	8.15%	**2.00%**	2.00%

The impairment testing carried out at year end for Ireland, Scotland, North America, Export and MCB identified headroom in the recoverable amount of the goodwill and intangible assets. The impairment testing for C&C Brands identified a value-in-use which was €125.0m below the carrying value of the goodwill and intangible assets. Accordingly, an equivalent impairment loss has been recognised within exceptional items in the Consolidated Income Statement in the period (FY2023: €nil impairment charge). The impairment loss has arisen primarily due to a year-on-year reduction in the Magners cider volume and uncertainty over medium-term growth rates for the Group's brands specifically within the UK cider market for the Magners brand. Whilst the Group expects long-term growth from its branded products, the accounting standard (IAS 36) for impairment assessments does not allow forecasts to be used where assumptions cannot be evidenced or have not yet been fully implemented (e.g. on-going cost savings initiatives). As a result, whilst the Group is focused on committing to delivering its growth strategy, the on-going cost reduction and efficiency programmes restrict the available evidence to demonstrate this growth at the balance sheet date.

Significant goodwill amounts

The goodwill allocated to Ireland, Scotland and MCB cash generating units amount to 39% (FY2023: 30%), 15% (FY2023: 35%) and 27% (FY2023: 20%) of the total carrying amount of goodwill respectively.

	Ireland		Scotland		MCB	
	2024	2023	2024	2023	2024	2023
Goodwill allocated to the cash generating unit at balance sheet date	**154.5**	154.5	**59.8**	58.9	**105.8**	103.3
Discount rate applied to the cash flow projections (real pre-tax)	**7.20%**	8.74%	**8.20%**	8.15%	**8.20%**	8.15%

12. GOODWILL & INTANGIBLE ASSETS (continued)

Sensitivity analysis

In the current financial year, the impairment testing carried out as at 29 February 2024 identified headroom in the recoverable amount of the brands and goodwill compared to their carrying value, apart from those allocated to C&C Brands where an impairment was recognised as noted above.

The key sensitivities for the impairment testing are net revenue and operating profit assumptions, discount rates applied to the resulting cash flows and the expected long-term growth rates. As at 29 February 2024, an increase of 1% in the discount rate would increase the impairment by €15m to €141m. A decrease of 1% in volume growth would increase the impairment by €7.0m.

The value-in-use calculations indicate significant headroom in respect of all cash generating units, other than C&C Brands as noted above. Excluding C&C Brands, the cash generating unit with the least headroom is the North American cash generating unit (€10.0m) and has €9.1m of allocated goodwill.

The table below identifies the impact of a movement in the key inputs with respect to North America.

	2024		2023	
	Movement	Increase/(decrease) on headroom	Movement	Increase/(decrease) on headroom
	%	€m	%	€m
Increase in operating profit	**2.5**	**0.1**	2.5	-
Decrease in operating profit	**(2.5)**	**(0.1)**	0.25	-
Increase in discount rate	**0.25**	**(0.9)**	0.25	(1.5)
Decrease in discount rate	**(0.25)**	**1.0**	(0.25)	1.6
Increase in terminal growth rate	**0.25**	**0.8**	0.25	1.3
Decrease in terminal growth rate	**(0.25)**	**(0.7)**	(0.25)	(1.2)

The Group concludes that no reasonable movement in any of the underlying assumptions would result in a material impairment in any of the Group's cash generating units or brands.

13. EQUITY ACCOUNTED INVESTMENTS/FINANCIAL ASSETS

(a) Equity accounted investments/financial assets – Group

	Joint Ventures	Associates		
	Drygate Brewing Company Limited	Whitewater Brewing Company Limited	Other	Total
	€m	€m	€m	€m
Investment in equity accounted investments/financial assets				
Carrying amount at 28 February 2022	-	0.4	0.9	1.3
Purchase price paid	-	-	-	-
Translation adjustment	-	-	-	-
Carrying amount at 28 February 2023	-	0.4	0.9	1.3
Purchase price paid	-	-	0.1	0.1
Share of profit after tax	-	-	-	-
Translation adjustment	-	-	-	-
Carrying amount at 29 February 2024	-	0.4	1.0	1.4

Notes forming part of the financial statements
(continued)

13. EQUITY ACCOUNTED INVESTMENTS/FINANCIAL ASSETS (continued)

Summarised financial information for the Group's investment in joint ventures and associates which are accounted for using the equity method is as follows:

	Joint ventures 2024 €m	Associates 2024 €m	Joint ventures 2023 €m	Associates 2023 €m
Non-current assets	**2.0**	**2.8**	2.0	2.8
Current assets	**1.1**	**1.6**	1.1	1.4
Non-current liabilities	**(1.4)**	**(1.6)**	(1.3)	(1.8)
Current liabilities	**(2.2)**	**(0.5)**	(2.1)	(0.5)
Net assets/(liabilities)	**(0.5)**	**2.3**	(0.3)	1.9
Revenue	**2.4**	**1.5**	2.6	2.1
(Loss)/profit before tax	**(0.2)**	**0.3**	(0.5)	0.3
Other Comprehensive Income	**-**	**-**	-	-

A listing of the Group's equity accounted investments is contained in note 30.

Drygate Brewing Company Limited
In 2015, the Group entered into a joint venture arrangement with Heather Ale Limited – run by the Williams brothers, who are recognised as leading family craft brewers in Scotland – to form a new entity Drygate Brewing Company Limited. The joint venture, which is run independently of the joint venture partners' existing businesses, operates a craft brewing and retail facility adjacent to Wellpark brewery.

Whitewater Brewing Company Limited
On 20 December 2016, the Group acquired 25% of the equity share capital of Whitewater Brewing Company Limited, an Irish craft brewer for £0.3m (€0.3m).

Other
During the prior year, the Group disposed of its 50% investment in 3 Counties Spirits Limited, for €nil consideration, which had been acquired for €nil consideration during FY2021.

During FY2022, the Group made an additional investment into Jubel Ltd of €0.3m (£0.2m), the additional subscription of shares in Jubel maintained the Group's existing percentage shareholding of 8.4%.

During FY2021, the Group made an investment in an English entity Bramerton Condiments Limited for €0.1m (£0.1m) and also acquired an 8% shareholding in Innis & Gunn Holdings Limited at €nil cost for which share subscription costs of €0.1m (£0.1m) were incurred in this regard.

The Group has a 33.33% investment in Braxatorium Parcensis CVBA (Belgium) of €0.2m. The Group also has equity investments in Shanter Inns Limited (Scotland), Beck & Scott (Services) Limited (Northern Ireland) and The Irish Brewing Company Limited (Ireland). The value of each of these investments is less than €0.1m in the current and prior financial year.

(b) Financial Assets – Company

	2024 €m	2023 (restated) €m
Equity investment in subsidiary undertakings at cost		
At beginning of year	**1,159.2**	1,158.6
Impairment	**(175.0)**	-
Capital contribution in respect of share options granted to employees of subsidiary undertakings	**1.4**	2.1
Capital contribution into subsidiary undertakings	**0.5**	0.4
Reclassification of capital contribution in respect of share options granted to employees of subsidiary undertakings to Trade & other receivables	**(1.0)**	(1.9)
At end of year	**985.1**	1,159.2

13. EQUITY ACCOUNTED INVESTMENTS/FINANCIAL ASSETS (continued)

The total expense of €1.0m (FY2023: €1.9m) attributable to equity settled awards granted to employees of subsidiary undertakings has been included as a capital contribution in financial assets. In the current and prior years this has been reclassified to Trade & other receivables.

Impairment Testing
The Company reviews the carrying amount of its investment when events and circumstances indicate that an asset may be impaired. Impairment tests are performed by comparing the carrying amount and the recoverable amount of the assets. The recoverable amount is the higher of the assets' fair value less costs of disposal and its value-in-use.

In assessing the value-in-use, the estimated future cash flows relating to the forecast usage period of the asset, or group of assets generated by subsidiary undertakings, are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks. In performing this analysis, the Company's value-in-use calculation did not support the recoverability of the full cost of the Company's investment in subsidiary undertakings and therefore an impairment was recognised in the current period. An increase in the discount rate of 0.5% would increase the amount of the impairment by €108m.

Whilst the Group forecast and business plan as at 29 February 2024 give a comparable cash flow when compared to twelve months ago, debt owed by the subsidiaries to the Company has increased, resulting in a reduced value-in-use and giving rise to the impairment.

Key assumptions used in value-in-use calculations:
Where there are indicators of impairment, the calculation of value-in-use for the assets is most sensitive to the following assumptions:
- Cash flows are projected based on actual operating results and the current five-year plan.
- Discount rates are calculated using a weighted average cost of capital approach. They reflect the individual nature and specific risks relating to the business and the market in which the Group operates. The pre-tax discount rate used was 8.8% (2023: 8.9%).
- A long-term growth rate of 2% (2023: 2%)

During the period the Directors considered there were indicators of impairment in the carrying value of the subsidiary undertakings and following a review an impairment of €175.0m was recognised in the period. In the opinion of the Directors the shares in the subsidiary undertakings are worth at least the amounts at which they are stated in the Company Balance Sheet. Details of subsidiary undertakings are set out in note 30.

Sensitivity Analysis
As at 29 February 2024, an increase in the discount rate of 0.5% would increase the amount of the impairment by €108m.

14. INVENTORIES

	2024 €m	2023 (restated) €m
Group		
Raw materials & consumables	**33.8**	32.4
Finished goods & goods for resale	**136.9**	130.3
Total inventories at lower of cost and net realisable value	**170.7**	162.7

In the year ended 29 February 2024, the Group restated the prior year financial information. Details of the restatement are contained in note 31.

Inventory write-downs recognised within operating costs before exceptional items amounted to €nil in the current year and €0.2m in FY2023 and were with respect to breakages and write-offs of damaged and obsolete inventory.

Inventory impairment allowance levels are reviewed by management and revised where appropriate, taking account of the latest available information on the recoverability of carrying amounts.

Notes forming part of the financial statements
(continued)

15. TRADE & OTHER RECEIVABLES

	Group		Company	
	2024	2023 (restated)	2024	2023 (restated)
	€m	€m	€m	€m
Current receivables:				
Trade receivables	**120.3**	125.3	**-**	-
Amounts due from Group undertakings	**-**	-	**611.2**	284.5
Advances to customers	**6.3**	9.5	**-**	-
Prepayments and other receivables	**22.5**	28.6	**-**	-
	149.1	163.4	**611.2**	284.5
Non-current receivables:				
Advances to customers	**32.8**	33.1	**-**	-
Prepayments and other receivables	**4.2**	4.9	**-**	-
	37.0	38.0	**-**	-
Total	**186.1**	201.4	**611.2**	284.5

In the year ended 29 February 2024, the Group restated the prior year financial information. Details of the restatement are contained in note 31.

Amounts due from Group undertakings are a combination of interest bearing and interest free receivables and are all repayable on demand.

The Group manages credit risk through the use of a receivables purchase arrangement for an element of its trade receivables. Under the terms of this arrangement, the Group transfers the credit risk, late payment risk and control of the receivables sold. This arrangement contributed €105.9m to Group cash as at 29 February 2024 (FY2023: €94.1m). The Group's trade receivables programme is not recognised on the Group's Consolidated Balance Sheet as it meets the de-recognition criteria under IFRS 9 *Financial Instruments.*

The aged analysis of trade receivables and advances to customers analysed between amounts that were not past due and amounts past due at 29 February 2024 and 28 February 2023 were as follows:

	Trade receivables		Advances to customers		Total		Total (restated)	
	Gross	Impairment	Gross	Impairment	Gross	Impairment	Gross	Impairment
	2024	2024	2024	2024	2024	2024	2023	2023
	€m	€m	€m	€m	€m	€m	€m	€m
Group								
Not past due	**94.1**	**(2.3)**	**38.3**	**(3.6)**	**132.4**	**(5.9)**	140.9	(5.7)
Past due:								
Past due 0-30 days	**9.7**	**(0.1)**	**0.1**	**-**	**9.8**	**(0.1)**	16.4	(1.1)
Past due 31-120 days	**11.2**	**(1.1)**	**0.7**	**(0.2)**	**11.9**	**(1.3)**	10.5	(0.5)
Past due 121-365 days	**9.0**	**(0.8)**	**0.9**	**(0.3)**	**9.9**	**(1.1)**	5.2	(1.0)
Past due more than one year	**6.7**	**(6.1)**	**4.8**	**(1.6)**	**11.5**	**(7.7)**	9.9	(6.7)
Total	**130.7**	**(10.4)**	**44.8**	**(5.7)**	**175.5**	**(16.1)**	182.9	(15.0)

Trade receivables, advances to customers and other receivables are recognised initially at fair value and subsequently measured at amortised cost less loss allowance or impairment losses.

15. TRADE & OTHER RECEIVABLES (continued)

Specifically, for advances to customers, any difference between the present value and the nominal amount at inception is treated as an advance of discount prepaid to the customer and is recognised in the Income Statement in accordance with the terms of the agreement. The discount rate calculated by the Group is at least based on the risk-free rate plus a margin, which takes into account the risk profile of the customer.

The Group applies the simplified approach permitted by IFRS 9 *Financial Instruments* to measure expected credit losses for trade receivables, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

To measure the expected credit losses, trade receivables are assessed collectively in groups that share similar credit risk characteristics, such as customer segments, historical information on payment patterns including the payment patterns over the last twelve-month period, terms of payment, the impact of government schemes coming to an end as markets reopened and any relevant forward-looking macroeconomic information. The Group recorded an exceptional credit in the prior financial year of €0.9m in this regard (note 5).

Regarding advances to customers, the Group applies the general approach to measure expected credit losses which requires a loss provision to be recognised based on twelve-month or lifetime expected credit losses, provided a significant increase in credit risk has occurred since initial recognition. The Group assesses the expected credit losses for advances to customers based on historical information on repayment patterns including the repayment patterns over the last twelve-month period and any relevant forward-looking macroeconomic information. The credit risk on advances to customers can be reduced through the value of security and/or collateral given. In the prior financial year, the easing of COVID-19 restrictions had a material impact on the assessment of credit losses with regard to advances to customers at year end and the Group recorded an exceptional credit in the prior financial year of €0.4m in this regard (note 5).

Trade receivables are on average receivable within 24 days (FY2023: 24 days) of the balance sheet date, are unsecured and are not interest-bearing. For more information on the Group's credit risk exposure refer to note 24.

The movement in the allowance for impairment in respect of trade receivables and advances to customers during the year was as follows:

	Trade receivables 2024 €m	Advance to customers 2024 €m	Total 2024 €m	Total 2023 €m
Group				
At beginning of year	**9.2**	**5.8**	**15.0**	17.8
Recovered during the year	**(0.3)**	**-**	**(0.3)**	(1.3)
Provided during the year	**2.6**	**0.3**	**2.9**	2.2
Derecognised on disposal	**(0.4)**	**-**	**(0.4)**	(0.9)
Written off during the year	**(0.8)**	**(0.6)**	**(1.4)**	(2.5)
Translation adjustment	**0.1**	**0.2**	**0.3**	(0.3)
At end of year	**10.4**	**5.7**	**16.1**	15.0

At 29 February 2024, regarding the impact of the expected credit loss model on trade receivables and advances to customers, the Group has provided for expected credit losses over the next twelve months of €4.4m (FY2023: €4.2m) and expected lifetime losses of €11.7m (FY2023: €10.8m).

Notes forming part of the financial statements (continued)

16. ASSET HELD FOR SALE/DISPOSAL GROUP

Following a reassessment of the Group's supply and logistics operations for raw materials inputs the Group classified its Portuguese businesses, which produce fruit concentrates, as a disposal group as at 29 February 2024. The sale is expected to complete later in the year subject to clearance from the Portuguese Competition Authorities. Also included in held for sale assets are 24 storage tanks at the Group's Clonmel manufacturing site which are surplus to requirements and were under offer for sale at the balance sheet date. This sale was completed on 29 May 2024 for proceeds of €1.2m, realising a profit on disposal of €0.3m which will be recognised in FY2025.
The major classes of assets and liabilities of the operations, classified as held for sale as at 29 February 2024, were as follows:

	2024 €m
Assets held for sale	
Property, plant & equipment (note 11)	5.2
Inventories	0.3
Trade & other receivables	2.9
Total assets held for sale	**8.4**
Liabilities directly associated with assets held for sale	
Trade & other payables	1.0
Current income tax liabilities	0.2
Deferred tax liabilities	0.2
Total liabilities directly associated with assets held for sale	**1.4**
Net assets directly associated with the disposal group	**7.0**

As part of the fair value assessment of the disposal group, the group has impaired the remaining €3.3m of the goodwill on acquisition in the current financial year.

During the prior financial year, the Group completed the sale of its asset held for sale, Admiral Taverns, to Proprium Capital Partners for a total consideration of €63.6m (£55.0m), realising a profit on disposal of €0.4m (note 5).

17. TRADE & OTHER PAYABLES

	Group		Company	
	2024 €m	2023 (restated) €m	2024 €m	2023 €m
Trade payables	**267.5**	237.0	**-**	-
Payroll taxes & social security	**4.3**	4.1	**-**	-
VAT	**18.3**	17.6	**-**	-
Excise duty	**29.7**	28.7	**-**	-
Accruals	**77.8**	77.4	**2.1**	2.0
Amounts due to Group undertakings	**-**	-	**50.2**	53.6
Total	**397.6**	364.8	**52.3**	55.6

In the year ended 29 February 2024, the Group restated the prior year financial information. Details of the restatement are contained in note 31.

Amounts due to Group undertakings are a combination of interest bearing and interest free payables and are all payable on demand.

The Group's exposure to currency and liquidity risk related to trade & other payables is disclosed in note 24.

Company
The Company has entered into financial guarantee contracts to guarantee the indebtedness of the liabilities of certain of its subsidiary undertakings. As at 29 February 2024, the Directors do not consider it probable that the Company will have to make a payment under these guarantees.

18. PROVISIONS

	Dilapidation 2024 €m	Onerous Contracts 2024 €m	Other 2024 €m	Total 2024 €m	Restructuring 2023 €m	Dilapidation 2023 €m	Onerous Contracts 2023 (restated) €m	Other 2023 €m	Total 2023 €m
At 1 March	**5.4**	**12.2**	**4.9**	**22.5**	0.2	5.4	-	6.5	12.1
Translation adjustment	**(0.1)**	**-**	**-**	**(0.1)**	-	(0.2)	-	(0.2)	(0.4)
Charged during the year	**0.9**	**0.4**	**1.3**	**2.6**	-	2.8	12.2	0.9	15.9
Released during the year	**(0.7)**	**-**	**-**	**(0.7)**	-	(2.6)	-	(0.1)	(2.7)
Reclass to financial liabilities	**-**	**(6.8)**	**-**	**(6.8)**	-	-	-	-	-
Utilised during the year	**(0.2)**	**(2.4)**	**(4.8)**	**(7.4)**	(0.2)	-	-	(2.2)	(2.4)
At end of year	**5.3**	**3.4**	**1.4**	**10.1**	-	5.4	12.2	4.9	22.5

Classified within:	2024	2023
Current liabilities	**2.2**	7.2
Non-current liabilities	**7.9**	15.3
	10.1	22.5

Dilapidations

The Group has a dilapidation provision of €5.3m at 29 February 2024 (FY2023: €5.4m). During the current year €0.5m was incurred in relation to leased depots in Scotland and €0.4m in relation to leased depots in England. An amount of €0.7m was released in relation to leased depots in Scotland where new assessments were conducted to update the existing provisions, as a result of which it was concluded that the existing provisions were in excess of what was required. The Group's dilapidation provision at 29 February 2024 is split between dilapidation costs for leased depots of €5.0m (FY2023: €5.1m) and a €0.3m dilapidation provision for the leased fleet (FY2023: €0.3m).

Onerous Contracts

During the current financial year, the Group identified errors which resulted in the recognition of a €12.2m charge in the prior period (notes 5 & 31) to reflect the Group's future obligations with its bittersweet apple suppliers under existing long-term contractual arrangements in accordance with *IAS 37 Provisions, Contingent Liabilities and Contingent Assets* constituted onerous contracts. These contracts have been recognised at present value as the Group does not expect to receive any economic benefit from the remaining duration of the contracts, in accordance with IAS 37. During the current period the Group made an offer to settle these contracts and accordingly €6.8m has been reclassified as a financial liability and initially recognised at fair value based on the present value of the future payments, in accordance with IFRS 9 (note 25) – the balance of €3.4m is classified as an onerous contract since no agreement has yet been reached with the remaining suppliers.

These contracts with bittersweet apple suppliers have an average duration of 10 years remaining. Annual payments will be made over the life of the contracts. There are no significant variability or sensitivities to note, there will be fluctuation in quantities depending on harvests, but the fluctuation will be minimal, reducing over time as contracted acres fall out of contract. See note 27 for further details of commitments.

Key assumption used in calculating the value of the onerous contracts:

The calculation of the onerous contract value is most sensitive to the following assumption:

- The discount rate used is the risk-free-rate as calculated by external advisors. The discount rate used was 4.1% and a 1% change in the discount rate would give rise to a €0.1m change in the value of the onerous contract.

Other

During the current period the Group utilised €3.2m of other provisions in respect of provisions for lost kegs following agreement with suppliers. Additionally, a further €1.6m of other provisions were utilised following settlement of legal and insurance claims. As at 29 February 2024, the balance of €0.8m relates to legal and other costs that the Group expects to incur over an extended period, in respect of past events, none of which are individually material.

Notes forming part of the financial statements
(continued)

19. LEASES

The Group adopted IFRS 16 *Leases* from 1 March 2019 and has lease contracts for various items of freehold land & buildings, plant & machinery and motor vehicles & other equipment.

In the year ended 29 February 2024, the Group restated the prior year financial information. Details of the restatement are contained in note 31.

Set out below are the carrying amounts of right-of-use assets (included under property, plant & equipment note 11) recognised and the movements during the year:

	Freehold land & buildings €m	Plant & machinery €m	Motor vehicles & other equipment €m	Total €m
Leased right-of-use assets				
At 1 March 2022, net carrying amount (previously stated)	34.0	3.3	30.7	68.0
Prior period restatements (net carrying amount)	-	3.1	-	3.1
At 1 March 2022, net carrying amount (restated)	34.0	6.4	30.7	71.1
Translation adjustment	(1.4)	(0.1)	(1.4)	(2.9)
Additions (restated)	5.3	0.1	22.1	27.5
Remeasurement	(0.4)	(3.0)	3.2	(0.2)
Disposals	-	-	(7.5)	(7.5)
Depreciation charge for the year (restated)	(6.0)	(0.9)	(13.7)	(20.6)
At 28 February 2023 (restated)	31.5	2.5	33.4	67.4
Translation adjustment	**1.0**	**0.1**	**0.7**	**1.8**
Additions	**29.2**	**4.6**	**17.7**	**51.5**
Remeasurement	**0.6**	**-**	**(0.4)**	**0.2**
Depreciation charge for the year	**(7.4)**	**(1.9)**	**(11.6)**	**(20.9)**
At 29 February 2024	**54.9**	**5.3**	**39.8**	**100.0**

	Freehold land & buildings €m	Plant & machinery €m	Motor vehicles & other equipment €m	Total €m
Leased liabilities				
At 1 March 2022, net carrying amount (previously stated)	(44.8)	(3.2)	(32.0)	(80.0)
Prior period restatements (net carrying amount)	-	(3.0)	-	(3.0)
At 1 March 2022, net carrying amount (restated)	(44.8)	(6.2)	(32.0)	(83.0)
Translation adjustment	2.0	-	1.6	3.6
Additions to lease liabilities (restated)	(5.3)	(0.1)	(21.9)	(27.3)
Remeasurement	1.4	2.3	(3.5)	0.2
Disposals	-	-	7.4	7.4
Payments (restated)*	9.6	1.4	15.2	26.2
Interest (discount unwinding) (restated)	(1.9)	(0.2)	(1.6)	(3.7)
At 28 February 2023 (restated)	(39.0)	(2.8)	(34.8)	(76.6)
Translation adjustment	**(1.1)**	**(0.1)**	**(0.7)**	**(1.9)**
Additions to lease liabilities	**(29.7)**	**(4.6)**	**(17.7)**	**(52.0)**
Remeasurement	**(0.6)**	**-**	**0.8**	**0.2**
Payments*	**9.6**	**2.2**	**13.2**	**25.0**
Interest (discount unwinding)	**(2.8)**	**(0.3)**	**(1.7)**	**(4.8)**
At 29 February 2024	**(63.6)**	**(5.6)**	**(40.9)**	**(110.1)**

* Payments are apportioned between finance charges €4.8m (FY2023 (restated): €3.7m) and payment of lease liabilities €20.2m (FY2023 (restated): €22.5m) in the Cash Flow Statement

19. LEASES (continued)

Lease liabilities classified within:

	Total 2024 €m	Total 2023 (restated) €m
Current liabilities	**(19.3)**	(16.3)
Non-current liabilities	**(90.8)**	(60.3)
	(110.1)	(76.6)

The table below shows a maturity analysis of the discounted and undiscounted lease liability arising from the Group's leasing activities. These projections are based on the foreign exchange rates at the end of the relevant financial year and on interest rates (discounted projections only) applicable to the lease portfolio.

	As at 29 February 2024		As at 28 February 2023 (restated)	
	Discounted €m	Undiscounted €m	Discounted €m	Undiscounted €m
Within one year	**(19.3)**	**(24.3)**	(16.3)	(20.4)
Between one and two years	**(18.4)**	**(22.3)**	(14.2)	(16.4)
Between two and three years	**(14.9)**	**(18.7)**	(12.5)	(14.1)
Between three and four years	**(12.5)**	**(15.5)**	(8.5)	(9.7)
Between four and five years	**(7.3)**	**(10.1)**	(6.1)	(7.0)
After five years	**(37.7)**	**(48.0)**	(19.0)	(19.2)
Total	**(110.1)**	**(138.9)**	(76.6)	(86.8)

The Group avails of the exemption from capitalising lease costs for short-term leases and low-value assets where the relevant criteria for accounting for them under IFRS 16 *Leases* are met. The following lease costs have been charged to the Income Statement as incurred:

	2024 €m	2023 (restated) €m
Expense relating to short-term leases (included in operating costs)	**0.7**	0.5
Total	**0.7**	0.5

20. INTEREST BEARING LOANS & BORROWINGS

	Group		Company	
	2024 €m	2023 €m	2024 €m	2023 (restated) €m
Current assets				
Unsecured loans repayable by instalment - issue costs	**0.6**	-	**-**	-
Private Placement notes repayable by instalment - issue costs	**0.1**	-	**0.1**	-
	0.7	-	**0.1**	-

Notes forming part of the financial statements (continued)

20. INTEREST BEARING LOANS & BORROWINGS (continued)

	Group		Company	
	2024 €m	2023 €m	2024 €m	2023 (restated) €m
Current liabilities				
Unsecured loans repayable on maturity	**-**	(95.0)	**-**	-
Unsecured loans repayable by instalment - issue costs	**-**	0.7	**-**	0.7
Private Placement notes repayable by instalment - issue costs	**-**	0.1	**-**	0.1
	-	(94.2)	**-**	0.8
Non-current liabilities				
Unsecured loans repayable on maturity	**(120.0)**	-	**-**	-
Unsecured loans repayable by instalment - issue costs	**2.4**	-	**0.1**	-
Private Placement notes repayable by instalment - issue costs	**0.7**	0.6	**0.7**	0.9
Private Placement notes repayable by one repayment on maturity	**(101.8)**	(100.6)	**(101.8)**	(100.6)
	(218.7)	(100.0)	**(101.1)**	(99.7)
Total borrowings	**(218.7)**	(194.2)	**(101.1)**	(98.9)

Group and Company

Outstanding borrowings of the Group and Company are net of unamortised issue costs. During FY2020, the Group completed the successful issue of new US Private Placement ('USPP') notes and incurred additional issue costs of €1.4m in this regard. During FY2023, the Group completed the successful negotiation of a multi-currency revolving facilities and Euro term loan agreement, incurring issue costs of €2.8m which were capitalised at the start of the facility, which commenced in FY2024. During FY2024, the Group successfully negotiated a one-year extension to the multi-currency revolving facilities and Euro term loan agreement, incurring further issue costs of €0.7m.

All unamortised issue costs are being amortised to the Income Statement over the remaining life of the multi-currency revolving facilities agreement, the Euro term loan and the US Private Placement notes to which they relate. The value of unamortised issue costs at 29 February 2024 was €3.8m (FY2023: €1.4m) of which €0.7m (FY2023: €0.8m) is presented as a current asset and €3.1m (FY2023: €0.6m) is netted against non-current liabilities.

Terms and debt repayment schedule

Group	Currency	Nominal rates of interest at 29 February 2024	Year of maturity	2024 Carrying value €m	2023 Carrying value €m
Unsecured loans repayable on maturity	Multi	N/a (FY23: Euribor/Sonia + 2.4%)	2024	**-**	95.0
Unsecured term loan repayable on maturity	Euro	Euribor + 1.65%[1]	2029	**100.0**	-
Unsecured RCF loan repayable on maturity	Euro	Euribor + 1.5%[1]	2029	**20.0**	-
Private Placement notes repayable by one repayment on maturity	Euro/GBP	1.6%-2.74%	2030/2032	**101.8**	100.6
				221.8	195.6

Company	Currency	Nominal rates of interest at 29 February 2024	Year of maturity	2024 Carrying value €m	2023 Carrying value €m
Private Placement notes repayable by one repayment on maturity	Euro/GBP	1.6%-2.74%	2030/2032	**101.8**	100.6
				101.8	100.6

1 The margin rate applied to the unsecured loans repayable on maturity is subject to six-monthly covenant testing of net debt to EBITDA ratio as outlined below, and a change to this ratio may result in a change in the margin. The upper and lower margin rates applicable are 1.15% to 2.55% for the unsecured RCF loan and 1.3% to 2.7% for the unsecured term loan.

20. INTEREST BEARING LOANS & BORROWINGS (continued)

Borrowing facilities

Group

The Group manages its borrowing requirements by entering into committed loan facility agreements. It also holds USPP notes which diversifies the Group's sources of debt finance.

The Group successfully completed a refinancing of its multi-currency facility and Euro term loan agreement which was repaid in a single instalment following the publication of the Group's FY2023 Results in May 2023. The Group entered into a new five-year committed sustainability-linked facility comprised of a €250m multi-currency revolving loan facility and a €100m non-amortising Euro term loan. The facility offers optionality of two 1-year extensions to the maturity date callable within 12 months and 24 months of the initial drawdown date respectively. The multi-currency facility and the Euro term syndicate comprises six banks - ABN Amro Bank, Allied Irish Bank, Bank of Ireland, Barclays Bank, HSBC and Rabobank. In FY2024, the Group exercised the first optional extension of the facilities, resulting in maturity being extended to January 2029 (FY2029) on both the multi-currency facility and Euro term loan.

In March 2020, the Group completed the successful issue of new USPP notes. The unsecured notes, denominated in both Euro and Sterling, have maturities of 10 and 12 years and diversify the Group's sources of debt finance. As at 29 February 2024, the holding is valued at €101.8m (FY2023: €100.6m).

Under the terms of the multi-currency facility and Euro term loan, the Group must pay a commitment fee based on 35% of the applicable margin on undrawn committed amounts and variable interest on drawn amounts based on variable Euribor/Sonia interest rates plus a margin, the level of which is dependent on the Net Debt: EBITDA ratio, plus a utilisation fee, the level of which is dependent on percentage utilisation. The Group may select an interest period of one, two, three or six months.

Under the terms of the USPP, the Group pays a margin of 1.6% with respect to €13.4m (FY2023: €13.4m) USPP notes with a 10 year tenure; 1.73% with respect to €40.4m (FY2023: €40.4m) USPP notes with a 12 year tenure and 2.74% with respect to £41.1m (FY2023: £41.1m) notes with a 10 year tenure. A fee is payable where Group EBITDA is below €120.0m and a below investment grade fee payable when the Group's credit rating is below investment grade. These fees will remain applicable until the conditions are met and total 1.50%.

The current and future multi-currency revolving facilities agreement provides for a further €100m in the form of an uncommitted accordion facility upon approval from the Group's banking syndicate.

All bank loans drawn are unsecured and rank pari passu. All borrowings of the Group are guaranteed by a number of the Group's subsidiary undertakings. The USPP allows the early prepayment of the notes at any time subject to the payment of a make whole amount to compensate the note holders for the interest that would have been received on the notes had they not been prepaid early.

All borrowings of the Group at 29 February 2024 are repayable in full on change of control of the Group.

Company

The Company is an original borrower under the terms of the Group's multi-currency revolving facility and Euro term loan but is not a borrower in relation to the Group's multi-currency revolving facility and Euro term loan drawn debt at 29 February 2024.

The Company is a borrower with respect to the Group's USPP notes of €101.8m (FY2023: €100.6m) as at 29 February 2024. Under the terms of the USPP, the Company pays a margin of 1.6% with respect to €13.4m USPP notes (FY2023: €13.4m) with a 10 year tenure; 1.73% with respect to €40.4m FY2023 (FY2023: €40.4m) USPP notes with a 12 year tenure and 2.74% with respect to £41.1m (FY2023: £41.1m) notes with a 10 year tenure. A fee is payable where Group EBITDA is below €120.0m and a below investment grade fee payable when the Group's credit rating is below investment grade. These fees will remain applicable until the conditions are met and total 1.50%.

Covenants

The Group's multi-currency revolving facility incorporates the following financial covenants:

- Interest cover: The ratio of EBITDA to net interest for a period of twelve months ending on each half-year date will not be less than 3.5:1
- Net debt: EBITDA: The ratio of net debt on each half-year date to EBITDA for a period of twelve months ending on a half-year date will not exceed 3.5:1

Notes forming part of the financial statements
(continued)

20. INTEREST BEARING LOANS & BORROWINGS (continued)

The Company and Group also had covenants with respect to its non-bank financial indebtedness.

- Interest cover: The ratio of EBITDA to net interest for a period of twelve months ending on each half-year date will not be less than 3.5:1
- Net debt: EBITDA: The ratio of net debt on each half-year date to EBITDA for a period of twelve months ending on a half-year date will not exceed 3.5:1

There is no effect on the Group's covenants as a result of implementing IFRS 16 *Leases* as all covenants are calculated on a pre-IFRS 16 *Leases* adoption basis.

Further information about the Group's exposure to interest rate, foreign currency and liquidity risk is disclosed in note 24.

21. ANALYSIS OF NET DEBT

In the year ended 29 February 2024, the Group restated the prior year financial information. Details of the restatement are contained in note 31.

	1 March 2023 (restated) €m	Translation adjustment €m	Additions/ disposals/ remeasurement €m	Cash Flow, net €m	Non-cash changes €m	29 February 2024 €m
Group						
Interest bearing loans & borrowings	**(194.2)**	**(1.2)**	**-**	**(21.6)**	**(1.0)**	**(218.0)***
Cash	**115.3**	**1.9**	**-**	**42.9**	**-**	**160.1**
Net debt excluding leases	**(78.9)**	**0.7**	**-**	**21.3**	**(1.0)**	**(57.9)**
Lease liabilities (note 19)	**(76.6)**	**(1.9)**	**(51.8)**	**25.0**	**(4.8)**	**(110.1)**
Net debt including leases	**(155.5)**	**(1.2)**	**(51.8)**	**46.3**	**(5.8)**	**(168.0)**

* Interest bearing loans & borrowings at 29 February 2024 are net of unamortised issue costs of €3.8m. Unamortised borrowing costs of €0.7m are presented within financial assets, please see notes 20 & 24.

	1 March 2022 (restated) €m	Translation adjustment €m	Additions/ disposals/ remeasurement (restated) €m	Cash Flow, net (restated) €m	Non-cash changes (restated) €m	28 February 2023 (restated) €m
Group						
Interest bearing loans & borrowings	(256.0)	3.3	-	60.0	(1.5)	(194.2)*
Cash	64.7	(1.3)	-	51.9	-	115.3
Net debt excluding leases	(191.3)	2.0	-	111.9	(1.5)	(78.9)
Lease liabilities (restated) (note 19)	(83.0)	3.6	(19.7)	26.2	(3.7)	(76.6)
Net debt including leases (restated)	(274.3)	5.6	(19.7)	138.1	(5.2)	(155.5)

* Interest bearing loans & borrowings at 28 February 2023 are net of unamortised issue costs of €1.4m.

	1 March 2023 €m	Translation adjustment €m	Cash Flow, net €m	Non-cash changes €m	29 February 2024 €m
Company					
Interest bearing loans & borrowings	**(98.9)**	**(1.1)**	**-**	**(1.0)**	**(101.0)***
Cash	**0.2**	**-**	**-**	**-**	**0.2**
	(98.7)	**(1.1)**	**-**	**(1.0)**	**(100.8)**

* Interest bearing loans & borrowings at 29 February 2024 are net of unamortised issue costs of €0.8m. Unamortised borrowing costs of €0.1m are presented within financial assets, please see notes 20 & 24.

21. ANALYSIS OF NET DEBT (continued)

	1 March 2022 €m	Translation adjustment €m	Cash Flow, net €m	Non-cash changes €m	28 February 2023 €m
Company					
Interest bearing loans & borrowings	(142.5)	3.2	41.6	(1.8)	(98.9)*
Cash	0.1	-	0.1	-	0.2
	(142.4)	3.2	41.7	(1.8)	(98.7)

* Interest bearing loans & borrowings at 28 February 2023 are net of unamortised issue costs of €1.4m.

The non-cash charge to the Company and Group's interest-bearing loans and borrowings in the current financial year relates to the amortisation of issue costs of €1.0m (FY2023: €1.5m). The non-cash changes for the Group's lease liabilities in the current financial year relate to lease interest/discount unwinding of €4.8m (FY2023 (restated): €3.2m) – see note 19.

As outlined in further detail in note 28, the Company, together with a number of its subsidiaries, gave a letter of guarantee to secure its obligations in respect of all debt drawn by the Company and Group at 29 February 2024.

22. DEFERRED TAX ASSETS AND LIABILITIES

	2024			2023 (restated)		
	Assets €m	Liabilities €m	Net (liabilities)/assets €m	Assets €m	Liabilities €m	Net (liabilities)/assets €m
Group						
Property, plant & equipment	**1.8**	**(17.4)**	**(15.6)**	1.6	(15.7)	(14.1)
Intangible assets	**7.1**	**(11.4)**	**(4.3)**	6.9	(10.1)	(3.2)
Retirement benefits	**0.4**	**(5.0)**	**(4.6)**	0.4	(6.2)	(5.8)
Trade related items & losses	**20.1**	**(1.9)**	**18.2**	17.4	(2.7)	14.7
	29.4	**(35.7)**	**(6.3)**	26.3	(34.7)	(8.4)

The Group has not recognised deferred tax in relation to temporary differences applicable to investments in subsidiaries on the basis that the Group can control the timing and the realisation of these temporary differences and it is unlikely that the temporary differences will reverse in the foreseeable future. The aggregate amount of temporary differences applicable to investments in subsidiaries and equity accounted investments, in respect of which deferred tax liabilities have not been recognised, is immaterial on the basis that the participation exemptions and foreign tax credits should be available such that no material temporary differences arise. There are no other unrecognised deferred tax liabilities.

€15.9m (FY2023: €14.9m) of deferred tax assets have been recognised at the end of FY2024 in respect of tax losses that require future taxable profits to arise in excess of profits arising from the reversal of existing temporary differences. Following a forecasting exercise, the Group is estimating sufficient future taxable profits to recognise these deferred tax assets.

In addition, no deferred tax asset has been recognised in respect of certain tax losses incurred by the Group on the basis that the recovery is considered unlikely in the foreseeable future or due to the complexity and uncertainty of the tax treatment in connection with certain items giving rise to some of the losses. The cumulative value of such tax losses is €41.5 (FY2023: €43.3m). In the event that sufficient taxable profits arise or the tax treatment becomes sufficiently certain in the relevant jurisdictions in future years, these losses may be utilised. With the sale of Vermont Hard Cider Company, the losses in connection with this business expired in 2021/2022 and the majority of the remaining losses are due to expire in 2035/2038.

Company
The Company had no deferred tax assets or liabilities at 29 February 2024 or at 28 February 2023.

Notes forming part of the financial statements
(continued)

22. RECOGNISED DEFERRED TAX ASSETS AND LIABILITIES (continued)

Analysis of movement in net deferred tax (liabilities)/assets

	1 March 2023 (restated) €m	Recognised in Income Statement €m	Recognised in Other Comprehensive Income €m	Translation adjustment €m	29 February 2024 €m
Group					
Property, plant & equipment: ROI	**(1.9)**	**(0.3)**	**-**	**-**	**(2.2)**
Property, plant & equipment: other	**(12.2)**	**(0.9)**	**(0.2)**	**(0.1)**	**(13.4)**
Trade related items & losses	**14.7**	**3.1**	**-**	**0.4**	**18.2**
Intangible assets	**(3.2)**	**(1.0)**	**-**	**(0.1)**	**(4.3)**
Retirement benefits	**(5.8)**	**(0.2)**	**1.4**	**-**	**(4.6)**
	(8.4)	**0.7**	**1.2**	**0.2**	**(6.3)**

From 1 April 2023, the UK corporation tax rate increased from 19% to 25%. UK deferred tax assets and liabilities as of 29 February 2024 have been calculated at the 25% rate of tax. An assessment on the expected unwind of UK deferred tax assets and UK deferred liabilities had been calculated in prior years with the relevant debits/credits booked to the P&L in those years.

	1 March 2022 (restated) €m	Recognised in Income Statement €m	Recognised in Other Comprehensive Income €m	Translation adjustment €m	28 February 2023 €m
Group					
Property, plant & equipment: ROI	(0.2)	(1.7)	-	-	(1.9)
Property, plant & equipment: other	(11.6)	(0.9)	0.3	-	(12.2)
Trade related items & losses	18.5	(3.5)	-	(0.3)	14.7
Intangible assets	(3.2)	0.3	-	(0.3)	(3.2)
Retirement benefits	(6.1)	0.2	0.1	-	(5.8)
	(2.6)	(5.6)	0.4	(0.6)	(8.4)

23. RETIREMENT BENEFITS

The Group operates a number of defined benefit pension schemes for certain employees, past and present, in the Republic of Ireland ("ROI") and in Northern Ireland ("NI"), all of which provide pension benefits based on final salary and the assets of which are held in separate trustee administered funds. The Group closed its defined benefit pension schemes to new members in March 2006 and provides only defined contribution pension schemes for employees joining the Group since that date. The Group provides permanent health insurance cover for the benefit of certain employees and separately charges this to the Income Statement.

The defined benefit pension scheme assets are held in separate trustee-administered funds to meet long-term pension liabilities to past and present employees. The trustees of the funds are required to act in the best interest of the funds' beneficiaries. The appointment of trustees to the funds is determined by the schemes' trust documentation. The Group has a policy in relation to its principal staff pension fund that members of the fund should nominate half of all fund trustees.

There are no active members remaining in the executive defined benefit pension scheme (FY2023: no active members). There are 49 active members, representing less than 10% of total membership, in the ROI Staff defined benefit pension scheme (FY2023: 50 active members) and 2 active members in the NI defined benefit pension scheme (FY2023: 2 active members).

Actuarial valuations – funding requirements

Independent actuarial valuations of the defined benefit pension schemes are carried out on a triennial basis using the attained age/aggregate method. The most recently completed actuarial valuations of the ROI defined benefit pension schemes were carried out with an effective date of 1 January 2021 while the date of the most recent actuarial valuation of the NI defined benefit pension scheme was 31 December 2020. The actuarial valuations are not available for public inspection; however the results of the valuations are advised to members of the various schemes. Work is underway on new triennial actuarial valuations, with completion expected in June 2024.

23. RETIREMENT BENEFITS (continued)

The funding requirements in relation to the Group's ROI defined benefit pension schemes are assessed at each valuation date and are implemented in accordance with the advice of the actuaries. Arising from the formal actuarial valuations of the Group's staff defined benefit pension scheme, the Group committed to contributions of €418,000 per annum commencing in calendar year 2021 and increasing at a rate of 1.4% each calendar year thereafter. This will be reviewed at the next actuarial valuation, which is due in the normal course of events in June 2024. There is no funding requirement with respect to the Group's ROI executive defined benefit pension scheme or the Group's NI defined benefit pension scheme, both of which are in surplus. The Group has an unconditional right to any surplus remaining in these schemes in the event the scheme concludes.

The Group is exposed to a number of risks in relation to the funding position of these schemes, namely:

Asset volatility: It is the Group's intention to pursue a long-term investment policy that emphasises investment in secure monetary assets to provide for the contractual benefits payable to members. The investment portfolio has exposure to equities, other growth assets, insurance contracts and fixed interest investments, the returns from which are uncertain and may fluctuate significantly in line with market movements. Assets held are valued at fair value using bid prices where relevant.

Discount rate: The discount rate is the rate of interest used to discount post-employment benefit obligations and is determined by reference to market yields at the balance sheet date on high quality corporate bonds with a currency and term consistent with the currency and estimated term of the Group's post-employment benefit obligations. Movements in discount rates have a significant impact on the value of the schemes' liabilities.

Longevity: The value of the defined benefit obligations is influenced by demographic factors such as mortality experience and retirement patterns. Changes to life expectancy have a significant impact on the value of the schemes' liabilities.

Method and assumptions

The schemes' independent actuary, Mercer (Ireland) Limited, has employed the projected unit credit method to determine the present value of the defined benefit obligations arising and the related current service cost.

The financial assumptions that have the most significant impact on the results of the actuarial valuations are those relating to the discount rate used to convert future pension liabilities to current values and the rate of inflation/salary increase. These, and other assumptions used to determine the retirement benefits and current service cost under IAS 19 *Employee Benefits,* are set out below.

Mortality rates also have a significant impact on the actuarial valuations, as the number of deaths within the scheme have been too small to analyse and produce any meaningful scheme-specific estimates of future levels of mortality, the rates used have been based on the most up-to-date mortality tables, (the S3PMA CMI 2019 1.5% (males) and S3PFA CMI 2019 1.5% (females) for the ROI schemes and S3PMA CMI 2020 1.5% (males) and S3PFA CMI 2020 1.5% (females) for the NI scheme) with age ratings and loading factors to allow for future mortality improvements. These tables conform to best practice. The growing trend for people to live longer and the expectation that this will continue has been reflected in the mortality assumptions used for this valuation as indicated below. This assumption will continue to be monitored in light of general trends in mortality experience. Based on these tables, the assumed life expectations on retirement are:

		ROI		NI	
		2024	2023	2024	2023
Future life expectations at age 65		No. of years	No. of years	No. of years	No. of years
Current retirees – no allowance for future improvements	Male	**22.7-23.6**	22.6-23.5	**22.5**	22.4
	Female	**24.5-25.4**	24.4-25.3	**24.4**	24.2
Future retirees – with allowance for future improvements	Male	**23.5-24.3**	23.4-24.2	**24.2**	24.0
	Female	**25.4-26.3**	25.3-26.2	**26.1**	26.0

Scheme liabilities

The average age of active members is 53 and 50 years (FY2023: 53 and 50 years) for the ROI Staff and the NI defined benefit pension schemes respectively (the executive defined benefit pension scheme has no active members), while the average duration of liabilities ranges from 11 to 16 years (FY2023: 12 to 17 years).

Notes forming part of the financial statements (continued)

23. RETIREMENT BENEFITS (continued)

The principal long-term financial assumptions used by the Group's actuaries in the computation of the defined benefit liabilities arising on pension schemes as at 29 February 2024 and 28 February 2023 are as follows:

	2024		2023	
	ROI	NI	ROI	NI
Salary increases	**0.0%-2.9%**	**3.6%**	0.0%-2.6%	3.6%
Increases to pensions in payment	**2.3%**	**1.9%**	2.6%	1.8%
Discount rate	**3.8%**	**5.2%**	4.3%	5.0%
Inflation rate	**2.3%**	**3.2%**	2.6%	3.2%

A reduction in discount rate used to value the schemes' liabilities by 0.25% would increase the valuation of liabilities by €4.9m (FY2023: €4.8m) while an increase in inflation/salary increase expectations of 0.25% would increase the valuation of liabilities by €4.7m (FY2023: €4.7m). The sensitivity is calculated by changing the individual assumption while holding all other assumptions constant.

The pension assets and liabilities have been prepared in accordance with IAS 19 *Employee Benefits*.

(a) Impact on Income Statement

	2024			2023		
	ROI €m	NI €m	Total €m	ROI €m	NI €m	Total €m
Analysis of defined benefit pension expense:						
Current service cost	**(0.3)**	**-**	**(0.3)**	(0.6)	-	(0.6)
Interest cost on scheme liabilities	**(5.3)**	**(0.2)**	**(5.5)**	(3.1)	(0.2)	(3.3)
Interest income on scheme assets	**7.0**	**0.2**	**7.2**	3.7	0.3	4.0
Total income recognised in Income Statement	**1.4**	**-**	**1.4**	-	0.1	0.1

Analysis of amount recognised in Other Comprehensive Income:

	2024			2023		
	ROI €m	NI €m	Total €m	ROI €m	NI €m	Total €m
Actual return on scheme assets	**4.2**	**(0.3)**	**3.9**	(24.8)	(5.1)	(29.9)
Expected interest income on scheme assets	**(7.0)**	**(0.2)**	**(7.2)**	(3.7)	(0.3)	(4.0)
Experience gains and losses on scheme liabilities	**(2.3)**	**(0.3)**	**(2.6)**	(3.9)	(0.3)	(4.2)
Effect on changes in financial assumptions	**(4.1)**	**0.1**	**(4.0)**	39.3	3.1	42.4
Total (expense)/income	**(9.2)**	**(0.7)**	**(9.9)**	6.9	(2.6)	4.3
Scheme assets	**162.9**	**8.3**	**171.2**	164.3	8.5	172.8
Scheme liabilities	**(131.7)**	**(5.2)**	**(136.9)**	(125.7)	(4.9)	(130.6)
Surplus in scheme	**31.2**	**3.1**	**34.3**	38.6	3.6	42.2

23. RETIREMENT BENEFITS (continued)

(b) Impact on Balance Sheet

The retirement benefits surplus at 29 February 2024 and 28 February 2023 is analysed as follows:

Analysis of net pension surplus:

	2024 ROI €m	2024 NI €m	2024 Total €m	2023 ROI €m	2023 NI €m	2023 Total €m
Investments quoted in active markets						
Bid value of assets at end of year:						
Equity*	**17.4**	**-**	**17.4**	31.2	1.2	32.4
Bonds	**84.4**	**8.3**	**92.7**	111.6	7.3	118.9
Alternatives	**20.0**	**-**	**20.0**	8.2	-	8.2
Insured**	**31.9**	**-**	**31.9**	-	-	-
Cash	**1.0**	**-**	**1.0**	0.5	-	0.5
Investments unquoted						
Property	**8.2**	**-**	**8.2**	12.8	-	12.8
	162.9	**8.3**	**171.2**	164.3	8.5	172.8
Actuarial value of scheme liabilities	**(131.7)**	**(5.2)**	**(136.9)**	(125.7)	(4.9)	(130.6)
Deficit in the scheme	**-**	**-**	**-**	-	-	-
Surplus in the scheme	**31.2**	**3.1**	**34.3**	38.6	3.6	42.2
Surplus in the scheme	**31.2**	**3.1**	**34.3**	38.6	3.6	42.2
Related deferred tax liability (note 22)	**(3.5)**	**(1.1)**	**(4.6)**	(4.5)	(1.3)	(5.8)
Net pension surplus	**27.7**	**2.0**	**29.7**	34.1	2.3	36.4

*The defined benefit pension schemes have a passive self-investment in C&C Group plc of €nil (FY2023: €nil).
** During the year, the Trustees of the executive defined benefit scheme entered into an annuity buy in contract with an insurer.

The alternative investment category includes investments in various asset classes including equities, commodities, currencies and funds. The investments are managed by fund managers.

Reconciliation of scheme assets

	2024 ROI €m	2024 NI €m	2024 Total €m	2023 ROI €m	2023 NI €m	2023 Total €m
Assets at beginning of year	**164.3**	**8.5**	**172.8**	195.1	14.4	209.5
Movement in year:						
Translation adjustment	**-**	**0.2**	**0.2**	-	(0.6)	(0.6)
Expected interest income on scheme assets	**7.0**	**0.2**	**7.2**	3.7	0.3	4.0
Actual return less interest income on scheme assets	**(2.8)**	**(0.5)**	**(3.3)**	(28.5)	(5.4)	(33.9)
Employer contributions	**0.4**	**-**	**0.4**	0.5	-	0.5
Member contributions	**0.1**	**-**	**0.1**	0.1	-	0.1
Other movements	**-**	**-**	**-**	0.1	-	0.1
Benefit payments	**(6.1)**	**(0.1)**	**(6.2)**	(6.7)	(0.2)	(6.9)
Assets at end of year	**162.9**	**8.3**	**171.2**	164.3	8.5	172.8

The expected employer contributions to fund defined benefit scheme obligations for year ending 28 February 2025 is €0.4m.

Notes forming part of the financial statements
(continued)

23. RETIREMENT BENEFITS (continued)

The scheme assets had the following investment profile at the year end:

	2024		2023	
	ROI	NI	ROI	NI
Investments quoted in active markets				
Equities	**11%**	**-**	19%	14%
Bonds	**52%**	**100%**	68%	86%
Alternatives	**12%**	**-**	5%	-
Insured	**19%**	**-**	-	-
Cash	**1%**	**-**	-	-
Investments unquoted				
Property	**5%**	**-**	8%	-
	100%	**100%**	100%	100%

Reconciliation of actuarial value of scheme liabilities

	2024			2023		
	ROI €m	NI €m	Total €m	ROI €m	NI €m	Total €m
Liabilities at beginning of year	**125.7**	**4.9**	**130.6**	164.0	7.9	171.9
Movement in year:						
Translation adjustment	**-**	**-**	**-**	-	(0.2)	(0.2)
Current service cost	**0.3**	**-**	**0.3**	0.6	-	0.6
Interest cost on scheme liabilities	**5.3**	**0.2**	**5.5**	3.1	0.2	3.3
Member contributions	**0.1**	**-**	**0.1**	0.1	-	0.1
Actuarial loss/(gain) immediately recognised in equity	**6.4**	**0.2**	**6.6**	(35.4)	(2.8)	(38.2)
Benefit payments	**(6.1)**	**(0.1)**	**(6.2)**	(6.7)	(0.2)	(6.9)
Liabilities at end of year	**131.7**	**5.2**	**136.9**	125.7	4.9	130.6

24. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT

The Group's multinational operations expose it to various financial risks in the ordinary course of business that include credit risk, liquidity risk, commodity price risk, currency risk and interest rate risk. This note discusses the Group's exposure to each of these financial risks and summarises the risk management strategy for managing these risks. The note is presented as follows:

(a) Overview of the Group's risk exposures and management strategy
(b) Financial assets and liabilities as at 29 February 2024/28 February 2023 and determination of fair value
(c) Market risk
(d) Credit risk
(e) Liquidity risk

(a) Overview of the Group's risk exposures and management strategy
The main financial market risks that the Group is exposed to include foreign currency exchange rate risk, commodity price fluctuations, interest rate risk and financial counterparty creditworthiness. The Board continues to monitor and manage closely these and all other financial risks faced by the Group.

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. This is executed through various committees to which the Board has delegated appropriate levels of authority. An essential part of this framework is the role undertaken by the Audit Committee, supported by the internal audit function and the Chief Financial Officer. The Board, through its Committees, has reviewed the internal control environment and the risk management systems and process for identifying and evaluating the significant risks affecting the business and the policies and procedures by which these risks will be managed effectively. The Board has embedded these structures and procedures throughout the Group and considers them to be a robust and efficient mechanism for creating a culture of risk awareness at every level of management.

24. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (continued)

The Group's risk management programme seeks to minimise the potential adverse effects, arising from fluctuations in financial markets, on the Group's financial performance in a non-speculative manner at a reasonable cost when economically viable to do so. The Group achieves the management of these risks in part, where appropriate, through the use of derivative financial instruments. All derivative financial contracts entered into in this regard are in liquid markets with credit-worthy parties. Treasury activities are performed within strict terms of reference that have been approved by the Board. See currency risk and interest rate risk sections for further details.

(b) Financial assets and liabilities

The carrying and fair values of financial assets and liabilities by measurement category were as follows:

	Carrying value €m	Fair value €m
Group		
29 February 2024		
Financial assets:		
Cash*	**160.1**	**160.1**
Trade receivables*	**120.3**	**120.3**
Advances to customers*	**39.1**	**39.1**
Unamortised borrowing costs*, ***	**0.7**	**0.7**
Promissory note	**4.4**	**4.4**
Derivative contracts**	**0.5**	**0.5**
	325.1	**325.1**
Financial liabilities:		
Interest bearing loans & borrowings*	**(218.7)**	**(221.8)**
Trade & other payables*	**(345.3)**	**(345.3)**
Provisions*	**(10.1)**	**(10.1)**
Derivative contracts**	**(0.2)**	**(0.2)**
Financial liabilities*	**(6.8)**	**(6.8)**
	(581.1)	**(584.2)**
	(256.0)	**(259.1)**

* At amortised cost, excluding statutory balances (VAT of €18.3m, excise duty of €29.7m and payroll taxes & social security of €4.3m)
** Derivatives designated as hedging instruments
*** Unamortised borrowing costs are presented within financial assets, please see notes 20 & 24

	Carrying value €m	Fair value €m
Group		
28 February 2023 (restated)		
Financial assets:		
Cash*	115.3	115.3
Trade receivables*	125.3	125.3
Advances to customers*	42.6	42.6
Promissory note	4.5	4.5
Derivative contracts**	1.1	1.1
	288.8	288.8
Financial liabilities:		
Interest bearing loans & borrowings*	(194.2)	(195.6)
Trade & other payables (restated)*	(314.4)	(314.4)
Provisions*	(22.5)	(22.5)
	(531.1)	(532.5)
	(242.3)	(243.7)

* At amortised cost, excluding statutory balances (VAT of €17.6m, excise duty of €28.7m and payroll taxes & social security of €4.1m)
** Derivatives designated as hedging instruments

Notes forming part of the financial statements
(continued)

24. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (continued)

	Carrying value €m	Fair value €m
Company		
29 February 2024		
Financial assets:		
Cash*	**0.3**	**0.3**
Unamortised borrowing costs*, ***	**0.1**	**0.1**
Amounts due from Group undertakings*	**611.2**	**611.2**
	611.6	**611.6**
Financial liabilities:		
Interest bearing loans & borrowings*	**(101.0)**	**(101.8)**
Amounts due to Group undertakings*	**(50.2)**	**(50.2)**
Accruals*	**(2.1)**	**(2.1)**
	(153.3)	**(154.1)**
	458.3	**457.5**

* At amortised cost

	Carrying value €m	Fair value €m
Company		
28 February 2023 (restated)		
Financial assets:		
Cash*	0.2	0.2
Amounts due from Group undertakings*	284.5	284.5
	284.7	284.7
Financial liabilities:		
Interest bearing loans & borrowings*	(98.9)	(100.6)
Amounts due to Group undertakings*	(53.6)	(53.6)
Accruals*	(2.0)	(2.0)
	(154.5)	(156.2)
	130.2	128.5

* At amortised cost

Determination of Fair Value

Set out below are the main methods and assumptions used in estimating the fair values of the Group's financial assets and liabilities. There is no material difference between the fair value of financial assets and liabilities falling due within one year and their carrying amount as, due to the short-term maturity of these financial assets and liabilities, their carrying amount is deemed to approximate fair value.

Short-term bank deposits and cash

The nominal amount of all short-term bank deposits and cash is deemed to reflect fair value at the balance sheet date.

Advances to customers

Advances to customers adjusted for advances of discount prepaid is considered to reflect fair value.

Trade & other receivables/payables

The nominal amount of all trade & other receivables/payables after provision for impairment is deemed to reflect fair value at the balance sheet date with the exception of provisions which are discounted to fair value.

Interest bearing loans & borrowings

The fair value of all interest-bearing loans & borrowings has been calculated by discounting all future cash flows to their present value using a market rate reflecting the Group's cost of borrowing at the balance sheet date (Level 2).

Promissory note

The Group continues to hold the promissory notes of USD 4.8m, which formed the non-cash consideration from the sale of Vermont Hard Cider Company ('VHCC') as a financial asset.

24. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (continued)

(c) Market risk

Market risk is the risk that changes in market prices, such as commodity prices, foreign exchange rates and interest rates, will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

Commodity price risk

The Group is exposed to variability in the price of commodities used in the production or in the packaging of finished products, such as apples, glass, barley, aluminium, polymer, wheat and sugar/glucose. Commodity price risk is managed, where economically viable, through fixed price contracts with suppliers incorporating appropriate commodity hedging and pricing mechanisms. The Group does not directly enter into commodity hedge contracts. The cost of production is also sensitive to variability in the price of energy, primarily gas and electricity. It is Group policy to fix the cost of a certain level of its energy requirement through fixed price contractual arrangements directly with its energy suppliers.

Currency risk

The Company's functional and reporting currency is Euro. The Euro is also the Group's reporting currency and the currency used for all planning and budgetary purposes. The Group is exposed to currency risk in relation to sales and purchase transactions by Group companies in currencies other than their functional currency (transaction risk), and fluctuations in the Euro value of the Group's net investment in foreign currency (primarily Sterling) denominated subsidiary undertakings (translation risk). Currency exposures for the entire Group are managed and controlled centrally. The Group seeks to minimise its foreign currency transaction exposure, when possible, by offsetting the foreign currency input costs against the same foreign currency receipts, creating a natural hedge. When the remaining net currency exposure is material, the Group enters into foreign currency forward contracts to mitigate and protect against adverse movements in currency risk and remove uncertainty over the foreign currency equivalent cash flows. At 29 February 2024, the Group had €13.1m of forward foreign currency cash flow hedges outstanding (FY2023: €11.5m).

In addition, the Group has a number of long-term intra-group loans for which settlement is neither planned nor likely to happen in the foreseeable future, and as a consequence of which are deemed quasi equity in nature and are therefore part of the Group's net investment in its foreign operations. The Group does not hedge the translation exposure arising on the translation of the profits of foreign currency subsidiaries.

The net currency gains and losses on transactional currency exposures are recognised in the Income Statement and the changes arising from fluctuations in the Euro value of the Group's net investment in foreign operations are reported separately within Other Comprehensive Income.

	2024 €m	2023 €m
Derivatives		
Cash flow hedges – currency forwards	**(0.2)**	0.1
Total	**(0.2)**	0.1

Type	Valuation Technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Foreign currency forward contracts	*Forward pricing:* The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in respective currencies.	Not applicable.	Not applicable.
Interest rate swaps	*Swap models:* The fair value is calculated as the present value of the estimated future cash flows. Estimates of future floating-rate cash flows are based on quoted swap rates, futures prices and interbank borrowing rates. Estimated cash flows are discounted using a yield curve constructed from similar sources and which reflects the relevant benchmark interbank rate used by market participants for this purpose when pricing interest rate swaps. The fair value estimate is subject to a credit risk adjustment that reflects the credit risk of the Group and of the counterparty; this is calculated based on credit spreads derived from current credit default swap or bond prices.	Not applicable.	Not applicable.

Notes forming part of the financial statements
(continued)

24. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (continued)

Derivatives are only used for economic hedging purposes and not as speculative investments. However, where derivatives do not meet the hedge accounting criteria, they are classified as “held for trading” for accounting purposes and are accounted for at fair value through the Income Statement. They are presented as current assets or liabilities to the extent they are expected to be settled within 12 months after the end of the reporting period.

	2024 €m	2023 (restated) €m
Hedging reserves – currency hedges		
Opening balance 1 March	**1.1**	(0.1)
Change in fair value of hedging recognised in Other Comprehensive Income for the year	**(0.8)**	1.2
Closing balance 29 February – continuing currency hedges	**0.3**	1.1

Hedge ineffectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments, to ensure that an economic relationship exists between the hedged item and hedging instrument.

For hedges of foreign currency purchases, the Group enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item. The Group therefore performs a qualitative assessment of effectiveness. If changes in circumstances affect the terms of the hedged item, such that the critical terms no longer match exactly with the critical terms of the hedging instrument, the Group uses the hypothetical derivative method to assess effectiveness.

In hedges of foreign currency purchases, ineffectiveness might arise if the timing of the forecast transaction changes from what was originally estimated, or if a degree of forecast purchases are no longer highly probable to occur. The hedging ratio is 1:1 as the quantity of purchases designated matches the notional amount of the hedging instrument.

No ineffectiveness was recognised in the Income Statement in the current or prior financial year.

The currency profile of the Group and Company’s financial instruments subject to transactional exposure as at 29 February 2024 is as follows:

	Euro €m	Sterling €m	USD €m	AUD €m	NZD €m	ZAR €m	Not at risk €m	Total €m
Group								
Cash	4.4	3.6	4.4	1.2	0.7	0.2	145.6	160.1
Trade receivables	5.1	1.9	4.9	0.9	0.8	0.2	106.5	120.3
Advances to customers	-	-	-	-	-	-	39.1	39.1
Interest bearing loans & borrowings	(117.0)	(48.0)	-	-	-	-	(53.0)	(218.0)*
Lease liabilities	-	(2.6)	-	-	-	-	(107.5)	(110.1)
Trade & other payables	(17.6)	(22.9)	(5.1)	(0.4)	(1.5)	(0.2)	(349.9)	(397.6)
Financial liabilities	-	-	-	-	-	-	(6.8)	(6.8)
Provisions	-	-	-	-	-	-	(10.1)	(10.1)
Gross currency exposure	(125.1)	(68.0)	4.2	1.7	-	0.2	(236.1)	(423.1)

	Sterling €m	USD €m	Not at risk €m	Total €m
Company				
Cash	0.1	-	0.2	0.3
Interest bearing loans & borrowings	(48.0)	-	(53.0)	(101.0)*
Net amounts due to Group undertakings	29.0	0.1	531.9	561.0
Accruals	(1.0)	-	(1.1)	(2.1)
Total	(19.9)	0.1	478.0	458.2

* Unamortised borrowing costs are presented within financial assets, please see notes 20 & 24.

24. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (continued)

The currency profile of the Group and Company's financial instruments subject to transactional exposure as at 28 February 2023 is as follows:

	Euro €m	Sterling (restated) €m	USD €m	CAD/AUD €m	NZD €m	SGD €m	Not at risk (restated) €m	Total (restated) €m
Group								
Cash	2.5	4.7	7.1	1.6	0.2	0.1	99.1	115.3
Trade receivables	2.4	2.4	1.2	1.0	0.1	-	118.2	125.3
Advances to customers	-	-	-	-	-	-	42.6	42.6
Interest bearing loans & borrowings	(95.0)	(46.8)	-	-	-	-	(52.4)	(194.2)
Lease liabilities (restated)*	-	(2.2)	-	-	-	-	(74.4)	(76.6)
Trade & other payables (restated)*	(16.4)	(14.9)	(2.5)	(0.2)	(1.3)	-	(329.5)	(364.8)
Provisions	-	(0.7)	-	-	-	-	(21.8)	(22.5)
Net currency exposure (restated)*	(106.5)	(57.5)	5.8	2.4	(1.0)	0.1	(218.2)	(374.9)

* In the year ended 29 February 2024, the Group restated the prior year financial information. Details of the restatement are contained in note 31.

	Sterling €m	Not at risk €m	Total €m
Company			
Cash	-	0.2	0.2
Interest bearing loans & borrowings	(46.8)	(52.1)	(98.9)
Net amounts due to Group undertakings	14.8	216.1	230.9
Accruals	(1.0)	(1.0)	(2.0)
Total	(33.0)	163.2	130.2

A 10% strengthening in the Euro against all currencies noted above, based on outstanding financial assets and liabilities at 29 February 2024, would have a €5.6m positive impact (FY2023: €4.4m) on the Income Statement. A 10% weakening in the Euro against all currencies noted above would have a €6.9m negative effect (FY2023: €5.4m) on the Income Statement. This analysis assumes that all other variables, in particular interest rates, remain constant.

Interest rate risk

The interest rate profile of the Group and Company's interest-bearing financial instruments at the reporting date is summarised as follows:

	Group		Company	
	2024 €m	2023 €m	2024 €m	2023 (restated) €m
Variable/fixed rate instruments				
Interest bearing loans & borrowings	**(218.0)***	(195.6)	**(101.0)***	(100.6)
Cash	**160.1**	115.3	**0.3**	0.2
	(57.9)	(80.3)	**(100.7)**	(100.4)

* Unamortised borrowing costs are presented within financial assets, please see notes 20 & 24.

The Group exposure to interest rate risk arises principally from its long-term debt obligations. A 0.25% increase/decrease in Euribor and Sonia rates would result in a €1.2m (FY2023: €0.1m) impact on the Income Statement, over the duration of the tenure, with respect to the interest charge on interest bearing loans & borrowings.

The Group is exposed to interest rate risk in relation to its €350m multi-currency interest bearing revolving credit facility. With the Group's USPP notes, there is a portion of long-term debt obligations where the interest is fixed for the duration of the facilities and not subject to changes in Euribor and Sonia rates. Interest rate exposures for the Group are managed and controlled centrally. The Group seeks to minimise its interest rate exposure by assessing and executing hedging strategies in a non-speculative manner, in line with Group policy and at a reasonable cost when economically viable to do so.

Notes forming part of the financial statements
(continued)

24. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (continued)

As at 29 February 2024, C&C Group had a portion of its interest rate risk hedged with the objective to manage risk of the Group's long-term exposure to interest rates and in line with C&C Group Policy. With rising interest rate environment, coming from both the European Central Bank and Bank of England, following recent history of modest or negative interest rates, the Group executed a €60m three-year Euro interest rate hedge against Euro debt facilities exposed to EURIBOR fluctuations. The hedge was executed in line with the Group guardrails and ensures that 73% of the Group's interest-bearing loans and borrowings as at 29 February 2024 are now either hedged or fixed through the USPP notes (FY2023: 82%). The USPP notes were issued in March 2020 with a fixed interest rate for Euro and GBP notes, the notes have maturity dates ranging from 2030 to 2032.

	2024 €m	2023 €m
Derivatives		
Cash flow hedges – interest rate	**0.5**	1.2
Total	**0.5**	1.2

Derivatives are only used for economic hedging purposes and not as speculative investments. However, where derivatives do not meet the hedge accounting criteria, they are classified as "held for trading" for accounting purposes and are accounted for at fair value through the Income Statement. They are presented as current assets or liabilities to the extent they are expected to be settled within 12 months after the end of the reporting period.

	2024 €m	2023 €m
Hedging reserves – interest rate hedges		
Opening balance 1 March	**1.1**	(0.1)
Change in fair value of hedging recognised in Other Comprehensive Income for the year	**(0.8)**	1.2
Closing balance 29 February – continuing interest rate hedges	**0.3**	1.1

Hedge ineffectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments, to ensure that an economic relationship exists between the hedged item and hedging instrument.

For hedges of interest rates, the critical terms of the hedging instrument match exactly with the terms of the hedged item. The Group therefore performs a qualitative assessment of effectiveness. If changes in circumstances affect the terms of the hedged item, such that the critical terms no longer match exactly with the critical terms of the hedging instrument, the Group uses the hypothetical derivative method to assess effectiveness.

In hedges of interest rates, ineffectiveness might arise on the sale of the business or repayment of debt which would impact hedged item.

No ineffectiveness was recognised in the Income Statement in the current or prior financial year.

(d) Credit risk
Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's trade receivables, its cash advances to customers, cash (including deposits with banks) and derivative financial instruments contracted with banks. The Group has an indirect exposure to European Sovereigns via its defined benefit pension scheme investment portfolio. In the context of the Group's operations, credit risk is mainly influenced by the individual characteristics of individual counterparties and is not considered particularly concentrated as it primarily arises from a wide and varied customer base; there are no material dependencies or concentrations of individual customers which would warrant disclosure under IFRS 8 *Operating Segments*.

24. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (continued)

The Group has detailed procedures for monitoring and managing the credit risk related to its trade receivables and advances to customers based on experience, customer track records and historic default rates and forward-looking information, such as concentration maturity and the macroeconomic circumstances within the Group's primary trading markets.

Generally, individual 'risk limits' are set on a customer-by-customer basis and risk is only accepted above such limits in defined circumstances. A strict credit assessment is made of all new applicants who request credit-trading terms. The utilisation and revision, where appropriate, of credit limits is regularly monitored. Impairment provision accounts are used to record impairment losses unless the Group is satisfied that no recovery of the amount owing is possible. At that point, the amount is considered irrecoverable and is written off directly against the trade receivable or advance to customer. The Group also manages credit risk through the use of a receivables purchase arrangement, for an element of its trade receivables. Under the terms of this arrangement, the Group transfers the credit risk, late payment risk and control of the receivables sold. As at 29 February 2024, the Group's year end cash had benefited by €105.9m (FY2023: €94.1m) with respect to this purchase arrangement. The Group's trade receivables purchase arrangement is not recognised on the Balance Sheet as it meets the de-recognition criteria under IFRS 9 *Financial Instruments*.

Advances to customers are generally secured by, amongst others, rights over property or intangible assets, such as the right to take possession of the premises of the customer. During the financial year, the Group did not exercise its right to take possession of any material collateral that would require disclosure. At 29 February 2024, the Group held collateral of €0.8m (FY2023: €0.8m) on financial assets that are credit impaired and recognised no expected credit loss on financial assets of €18.5m (FY2023: €7.2m) due to collateral.

Interest rates calculated on repayment/annuity advances are generally based on the risk-free rate plus a margin, which takes into account the risk profile of the customer and value of security given. The Group establishes an allowance for impairment of customer's advances that represents its estimate of potential future losses.

From time to time, the Group holds significant cash balances, which are invested on a short-term basis and disclosed under cash in the Consolidated Balance Sheet. Risk of counterparty default arising on short-term cash deposits is controlled within a framework of dealing primarily with banks who are members of the Group's banking syndicate, and by limiting the credit exposure to any one of these banks or institutions. Management does not expect any counterparty to fail to meet its obligations.

The Company also bears credit risk in relation to amounts owed by Group undertakings and from guarantees provided in respect of the liabilities of wholly owned subsidiaries as disclosed in note 28.

The carrying amount of financial assets, net of impairment provisions represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

	Group		Company	
	2024 €m	2023 (restated) €m	2024 €m	2023 (restated) €m
Trade receivables	**120.3**	125.3	**-**	-
Advances to customers	**39.1**	42.6	**-**	-
Amounts due from Group undertakings	**-**	-	**611.2**	284.5
Cash	**160.1**	115.3	**0.3**	0.2
	319.5	283.2	**611.5**	284.7

The ageing of trade receivables and advances to customers together with an analysis of movement in the Group's impairment provisions against these receivables are disclosed in note 15. The Group does not have any significant concentrations of risk.

Notes forming part of the financial statements
(continued)

24. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (continued)

(e) Liquidity risk
Liquidity risk is the risk that the Group or Company will not be able to meet its financial obligations as they fall due.

The Group's policy is to ensure that sufficient resources are available either from cash balances, cash flows or committed bank facilities to meet all debt obligations as they fall due. To achieve this, the Group (a) maintains adequate cash balances; (b) prepares detailed cash projections; and (c) keeps refinancing options under review. In addition, the Group maintains an overdraft facility that is unsecured.

Cash and liquidity have continued to be a key focus for the Group throughout FY2024.

In March 2020, the Group completed the successful issue of the new USPP notes. The unsecured notes, denominated in both Euro and Sterling, have maturities of 10 and 12 years and diversify the Group's sources of debt finance.

The Group successfully negotiated and completed a refinancing of the current multi-currency facility agreement which was repayable in a single instalment in May 2023 following the announcement of the Group's FY2023 Results, at which point the new facility began. The Group has entered into a new five-year committed sustainability-linked facility comprised of a €250m multi-currency revolving loan facility and a €100m non-amortising Euro term loan, both with a maturity of FY2028. The facility offers optionality of two 1-year extensions to the maturity date callable within 12 months and 24 months of initial drawdown respectively. The facility was successfully extended for 1 year bringing maturity date of €250m multi-currency revolving loan facility and a €100m non-amortising Euro term loan to January 2029 (FY2029). Both the multi-currency facility and the Euro term loan were negotiated with six banks, namely ABN Amro Bank, Allied Irish Bank, Bank of Ireland, Barclays Bank, HSBC and Rabobank.

The multi-currency revolving facilities agreement provides for a further €100m in the form of an uncommitted accordion facility. At 29 February 2024 the Group had €120.0m drawn down from the term loan and multi-currency revolving facilities (FY2023: €95.0m), €101.6m drawn down from Private Placement notes (FY2023: €100.6m) and €nil from its non-bank financial indebtedness.

The Company and Group had no financial indebtedness in the form of non-bank debt.

All bank loans drawn are unsecured and rank pari passu. All borrowings of the Group are guaranteed by a number of the Group's subsidiary undertakings. The Euro term loan and multi-currency facilities agreement allows the early repayment of debt without incurring additional charges or penalties. The USPP allows the early prepayment of the notes at any time subject to the payment of a make whole amount to compensate the note holders for the interest that would have been received on the notes had they not been prepaid early.

All borrowings of the Company and Group at 29 February 2024 are repayable in full on change of control of the Group.

The Company and the Group complied with all covenants at each reporting date in the current and prior financial year. There is no effect on the Group's covenants as a result of implementing IFRS 16 *Leases* in FY2020 as all covenants are calculated on a pre-IFRS 16 *Leases* adoption basis.

24. FINANCIAL INSTRUMENTS AND FINANCIAL RISK MANAGEMENT (continued)

The following are the contractual maturities of financial liabilities, including interest payments:

	Carrying amount €m	Contractual cash flows €m	6 months or less €m	6–12 months €m	1–2 years €m	Greater than 2 years €m
Group						
2024						
Interest bearing loans & borrowings	**(218.0)****	**(279.3)**	**(5.9)**	**(5.9)**	**(11.7)**	**(255.8)**
Trade & other payables	**(345.3)**	**(345.3)**	**(345.3)**	**-**	**-**	**-**
Lease liabilities	**(110.1)**	**(138.9)**	**(11.3)**	**(13.0)**	**(22.3)**	**(92.3)**
Provisions	**(10.1)**	**(11.5)**	**(0.8)**	**(0.9)**	**(5.7)**	**(4.7)**
Financial liabilities	**(6.8)**	**(6.8)**	**-**	**(0.7)**	**(0.7)**	**(5.4)**
Total contracted outflows	**(690.3)**	**(781.8)**	**(363.3)**	**(20.5)**	**(40.4)**	**(358.2)**
Group						
2023						
Interest bearing loans & borrowings	(194.2)	(243.4)	0.1	(4.3)	(9.3)	(229.9)
Trade & other payables (restated)*	(314.4)	(314.4)	(314.4)	-	-	-
Lease liabilities (restated)*	(76.6)	(86.8)	(12.0)	(8.4)	(16.4)	(50.0)
Provisions (restated)*	(22.5)	(22.5)	(3.6)	(1.7)	(0.3)	(16.9)
Total contracted outflows (restated)*	(607.7)	(667.1)	(329.9)	(14.4)	(26.0)	(296.8)

* In the year ended 29 February 2024, the Group restated the prior year financial information. Details of the restatement are contained in note 31.
** Unamortised borrowing costs of €0.7m are presented within financial assets, please see notes 20 & 24.

	Carrying amount €m	Contractual cash flows €m	6 months or less €m	6–12 months €m	1–2 years €m	Greater than 2 years €m
Company						
2024						
Interest bearing loans & borrowings (restated)	**(101.0)***	**(120.1)**	**(1.9)**	**(1.9)**	**(3.8)**	**(112.5)**
Amounts due to Group undertakings	**(50.2)**	**(50.2)**	**(50.2)**	**-**	**-**	**-**
Accruals	**(2.1)**	**(2.1)**	**(2.1)**	**-**	**-**	**-**
Total contracted outflows	**(153.3)**	**(172.4)**	**(54.2)**	**(1.9)**	**(3.8)**	**(112.5)**
2023						
Interest bearing loans & borrowings	(98.9)	(121.0)	(1.9)	(1.9)	(3.7)	(113.5)
Amounts due to Group undertakings	(53.6)	(53.6)	(53.6)	-	-	-
Accruals	(2.0)	(2.0)	(2.0)	-	-	-
Total contracted outflows	(154.5)	(176.6)	(57.5)	(1.9)	(3.7)	(113.5)

* Unamortised borrowing costs of €0.1m are presented within financial assets, please see notes 20 & 24.

25. FINANCIAL LIABILITIES

	Contractual financial liabilities 2024 €m	Total 2024 €m
Charged during the year	**6.8**	**6.8**
At end of year	**6.8**	**6.8**

Classified within:	
Current liabilities	**1.0**
Non-current liabilities	**5.8**
	6.8

Notes forming part of the financial statements
(continued)

25. FINANCIAL LIABILITIES (continued)

During the current financial year, the Group identified errors which resulted in the recognition of a €12.2m charge in the prior period (notes 5 & 31) to reflect the decision that the Group's future obligations with its bittersweet apple suppliers under existing long-term contractual arrangements in accordance with IFRS 9 *Financial Instruments* and *IAS 37 Provisions, Contingent Liabilities and Contingent Assets* constituted onerous contracts. These contracts have been recognised at present value in accordance with IAS 37 as the Group does not expect to receive any economic benefit from the remaining duration of the contracts. During the current period the Group made an offer to settle these contracts and accordingly €6.8m has been reclassified as a financial liability and initially recognised at fair value based on the present value of the future payments, in accordance with IFRS 9 – the balance of €3.4m is classified as an onerous contract (note 18).

Key assumption used in calculating the value of the financial liability:
The calculation of the financial liability value is most sensitive to the following assumption:
- The discount rate is used is the risk-free-rate as calculated by external advisors. The discount rate used was 4.1% and a 1% change in the discount rate would give rise to a €0.3m change in the value of the financial liability.

26. SHARE CAPITAL AND RESERVES

	Authorised Number	Allotted and called up Number	Authorised €m	Allotted and called up €m
At 29 February 2024				
Ordinary shares of €0.01 each	**800,000,000**	**402,708,890***	**8.0**	**4.0**
At 28 February 2023				
Ordinary shares of €0.01 each	800,000,000	402,007,212**	8.0	4.0
At 28 February 2022				
Ordinary shares of €0.01 each	800,000,000	401,913,690***	8.0	4.0

* Inclusive of 11.2m (3%) treasury shares.
** Inclusive of 11.0m (3%) treasury shares.
*** Inclusive of 11.3m (3%) treasury shares.

All shares in issue carry equal voting and dividend rights.

Reserves
Group

	Allotted and called-up Ordinary Shares 2024 '000	2023 '000
As at 1 March	**402,007**	401,914
Shares issued in respect of options exercised	**702**	93
As at 29/28 February	**402,709***	402,007*

* Includes 9.025m shares bought by the Group during the financial year ended 28 February 2015 which continue to be held as Treasury Shares and Ordinary Shares held by the Trustee of the Employee Trust as outlined below.

	Ordinary Shares held by the Trustee of the Employee Trust and Partnership and Matching Share Scheme			Other Treasury Shares			Total Treasury Shares		
	No. of shares	Consideration €	Total €m	No. of shares	Consideration €	Total €m	No. of shares	Consideration €	Total €m
As at 1 March 2023	1,989,883		6.7	9,025,000		29.7	11,014,883		36.4
Shares acquired in the open market	386,630	1.29	0.5	-	-	-	386,630	1.29	0.5
Shares disposed of or transferred to Participants	(198,714)	3.21	(0.6)	-	-	-	(198,714)	3.21	(0.6)
As at 29 February 2024	2,177,799		6.6	9,025,000		29.7	11,202,799		36.3

26. SHARE CAPITAL AND RESERVES (continued)

	Ordinary Shares held by the Trustee of the Employee Trust and Partnership and Matching Share Scheme			Other Treasury Shares			Total Treasury Shares		
	No. of shares	Consideration	Total	No. of shares	Consideration	Total	No. of shares	Consideration	Total
		€	€m		€	€m		€	€m
As at 1 March 2022 - restated	2,256,622		8.2	9,025,000		29.7	11,281,622		37.9
Shares acquired in the open market - restated	292,859	1.71	0.5	-	-	-	292,859	1.71	0.5
Shares disposed of or transferred to Participants - restated	(559,598)	3.57	(2.0)	-	-	-	(559,598)	3.57	(2.0)
As at 28 February 2023 - restated	1,989,883		6.7	9,025,000		29.7	11,014,883		36.4

Nominal value – Treasury Shares	2024			2023		
	No. of shares	Nominal Value	Total	No. of shares (Restated)	Nominal Value	Total
		€	€		€	€
As at 1 March	**11,014,883**	**0.01**	**110,146**	11,281,622	0.01	112,816
Shares acquired in the open market	**386,630**	**0.01**	**3,866**	292,589	0.01	2,926
Shares disposed of or transferred to Participants	**(198,714)**	**0.01**	**(1,987)**	(559,598)	0.01	(5,596)
As at 29/28 February	**11,202,799**	**0.01**	**112,025**	11,014,883	0.01	110,146

Movements in the year ended 29 February 2024

All shares held by Kleinwort Benson (Guernsey) Trustees Limited as trustees of the C&C Employee Trust and Link Market Services Trustees Limited as trustees of the Partnership and Matching Share scheme which were neither cancelled nor disposed of by the Trust at 29 February 2024 continue to be included in the treasury share reserve. During the financial year, 198,714 shares were either sold or transferred by the Trustees and are no longer accounted for as treasury shares.

Movements in the year ended 28 February 2023

All shares held by Kleinwort Benson (Guernsey) Trustees Limited as trustees of the C&C Employee Trust and Link Market Services Trustees Limited as trustees of the Partnership and Matching Share scheme which were neither cancelled nor disposed of by the Trust at 28 February 2023 continued to be included in the treasury share reserve. During the prior financial year, 559,598 shares were either sold or transferred by the Trustees and are no longer accounted for as treasury shares.

Share premium – Group

The change in legal parent of the Group on 30 April 2004, as disclosed in detail in that year's annual report, was accounted for as a reverse acquisition. This transaction gave rise to a reverse acquisition reserve debit of €703.9m, which, for presentational purposes in the Group financial statements, has been netted against the share premium in the Balance Sheet.

Share premium – Company

The share premium, as stated in the Company Balance Sheet, represents the premium recognised on shares issued and amounts to €1,048.2m as at 29 February 2024 (FY2023: €1,048.2m).

Other undenominated reserve and capital reserve

These reserves initially arose on the conversion of preference shares into share capital of the Company and other changes and reorganisations of the Group's capital structure.

Cash flow hedge reserve

The hedging reserve includes the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to hedged transactions that have not yet occurred.

Share-based payment reserve

The reserve relates to amounts expensed in the Income Statement in connection with share option grants falling within the scope of IFRS 2 *Share-Based Payment*, less reclassifications to retained income following exercise/forfeit post vesting or lapse of such share options and interests, as set out in note 4.

Notes forming part of the financial statements (continued)

26. SHARE CAPITAL AND RESERVES (continued)

Currency translation reserve

The translation reserve comprises all foreign exchange differences from 1 March 2004, arising from the translation of the Group's net investment in its non-Euro denominated operations, including the translation of the profits of such operations from the average exchange rate for the year to the exchange rate at the Balance Sheet date, as adjusted for the translation of foreign currency borrowings designated as net investment hedges and long-term intra group loans for which settlement is neither planned nor likely to happen in the foreseeable future, and as a consequence are deemed quasi equity in nature and are therefore part of the Group's net investment in foreign operations.

Revaluation reserve

Since 2009 the Group has completed a number of external and internal valuations on its property, plant and equipment. Gains arising from such revaluations are posted to the Group's revaluation reserve, unless it reverses a revaluation decrease on the same asset previously recognised as an expense, where it is first credited to the Income Statement to the extent of the write down. Any decreases in the value of the Group's property, plant and equipment as a result of external or internal valuations are recognised in the Income Statement except where there had been a previously recognised gain in the revaluation reserve as a result of the same asset, in which case, the gain is eliminated from the revaluation reserve to offset the loss in the first instance.

During the current financial year, as outlined in detail in note 11, the Group engaged external valuers to value the freehold land & buildings and plant & machinery at the Group's Clonmel (Tipperary), Wellpark (Glasgow) and Portugal sites. Using the valuation methodologies, this resulted in a net revaluation gain of €0.2m accounted for within the revaluation reserve via Other Comprehensive Income.

During the prior financial year, as outlined in detail in note 11, the Group engaged external valuers to value the freehold land & buildings and plant & machinery at the Group's Clonmel (Tipperary), Wellpark (Glasgow) and Portugal sites. Using the valuation methodologies, this resulted in a net revaluation loss of €0.7m accounted for within the revaluation reserve via Other Comprehensive Income.

Treasury shares

Included in this reserve is where the Company issued equity share capital under its Joint Share Ownership Plan, which was held in trust by the Group's Employee Trust. All interests have now vested or lapsed and all vested interests have now been exercised. Remaining in the Trust are shares that lapsed and shares that were withheld by the Trust in lieu of some, or all, of the consideration due with respect to exercised interests. Also included in the reserve is the purchase of 9,025,000 of the Company's own shares in the financial year ended 28 February 2015 at an average price of €3.29 per share under the Group's share buyback programme.

The current and prior year movement in the reserve relates to the sale of excess shares and purchases in the open market by the Trust to satisfy other share entitlements.

Capital management

The Board's policy is to maintain a strong capital base so as to safeguard the Group's ability to: continue as a going concern for the benefit of Shareholders and stakeholders; maintain investor, creditor and market confidence; and sustain the future development of the business through the optimisation of the value of its debt and equity shareholding balance.

The Board considers capital to comprise of long-term debt and equity. The Board periodically reviews the capital structure of the Group, considering the cost of capital and the risks associated with each class of capital. The Board approves any material adjustments to the capital structure in terms of the relative proportions of debt and equity. In order to maintain or adjust the capital structure, the Group may issue new shares, dispose of assets to reduce debt, alter dividend policy by increasing or reducing the dividend paid to Shareholders, return capital to Shareholders and/or buyback shares.

Please refer to note 20 for details of the Group's loans and borrowings.

Subject to Shareholder approval at the Annual General Meeting, the Directors have proposed a final dividend of 3.97 cent per share to be paid on 23 August 2024 to ordinary Shareholders registered at the close of business on 19 July 2024. An interim dividend of 1.89 cent per share was paid with respect to FY2024; therefore, the Group's full year dividend will amount to 5.86 cent per share. There is no scrip dividend alternative. Total dividends for the prior financial year were 3.79 cent per share.

In the financial year ended 28 February 2015, a subsidiary of the Group invested €30.0m as part of an on-market share buyback programme, purchasing 9,025,000 of the Company's shares at an average price of €3.29. All shares acquired as part of this share buyback programme are held as Treasury shares.

27. COMMITMENTS

(a) Capital commitments

At the year end, the following capital commitments authorised by the Board had not been provided for in the consolidated financial statements:

	2024 €m	2023 €m
Contracted	**6.3**	5.3
Not contracted	**17.7**	13.7
	24.0	19.0

The contracted capital commitments at 29 February 2024 are with respect of contracts that support the Group in achieving its environmental targets and optimising its operational footprint.

(b) Other commitments

At the year end, the value of contracts placed for future expenditure was:

2024	Apples €m	Glass €m	Marketing €m	Barley & Sugar €m	Aluminium €m	Gas & Electricity €m	Total €m
Payable in less than one year	**1.6**	**2.7**	**4.3**	**7.9**	**0.7**	**1.8**	**19.0**
Payable between 1 and 5 years	**5.3**	**-**	**4.5**	**-**	**-**	**-**	**9.8**
Payable greater than 5 years	**4.1**	**-**	**-**	**-**	**-**	**-**	**4.1**
	11.0	**2.7**	**8.8**	**7.9**	**0.7**	**1.8**	**32.9**

Contingent Liabilities and Contingent Assets as described in notes 5, 18 and 25.

2023	Apples €m	Glass €m	Marketing €m	Barley & Sugar** €m	Aluminium €m	Gas & Electricity €m	Total* €m
Payable in less than one year	3.1	3.0	3.5	-	0.4	-	10.0
Payable between 1 and 5 years	3.4	-	4.5	-	-	0.2	8.1
Payable greater than 5 years	6.7	-	-	-	-	-	6.7
	13.2	3.0	8.0	-	0.4	0.2	24.8

* Commitment obligations range from between 1 year to 23 years.
** The commitments with respect to Barley were revised downwards to nil due to the favourable change in the open market price and consequently the option for the Group to resell its commitment to the market.

Where the Group has hedged an input cost, but a market exists for the Group to resell that input cost in the open market, then the Group does not classify that as a commitment.

28. GUARANTEES AND CONTINGENCIES

Where the Group or subsidiaries enter into financial guarantee contracts to guarantee the indebtedness of other companies or joint ventures and associates within the Group, the Group/subsidiary treats the guarantee contract as a financial liability.

As outlined in note 20, the Group has US Private Placement notes and a multi-currency revolving facility in place at year end. The Company has US Private Placement notes in place at year end. The Company, together with a number of its subsidiaries, gave a letter of guarantee to secure its obligations in respect of all borrowings as at 29 February 2024. The actual loans outstanding for the Group at 29 February 2024 amounted to €221.8m (FY2023: €195.6m).

Notes forming part of the financial statements
(continued)

28. GUARANTEES AND CONTINGENCIES (continued)

During the financial year ended 28 February 2015, a subsidiary of the Group entered into guarantees in favour of HSBC Bank plc, HSBC Asset Finance (UK) Limited and HSBC Equipment Finance Limited whereby it guaranteed drawn debt plus interest charges by Drygate Brewing Company Limited to HSBC Bank plc of up to £540,000 and to HSBC Asset Finance (UK) Limited and HSBC Equipment Finance Limited of up to £225,000 in aggregate. The guarantees reduce on a pound-for-pound basis to the extent of capital repayments in respect of the drawn debt and any amounts realised by the bank pursuant to any security provided in respect of the debt. The Guarantee with respect to HSBC Bank plc expires on the earlier of eleven years and three months from the date on which the guarantee became effective, the secured liabilities are repaid, or by mutual agreement with HSBC Bank plc. The Guarantees with HSBC Asset Finance (UK) Limited and HSBC Equipment Finance Limited expire after the secured liabilities are repaid, or by mutual agreement with HSBC Asset Finance (UK) Limited and HSBC Equipment Finance Limited respectively.

The resolution of uncertain tax positions, including those arising from ongoing Irish Revenue tax reviews, could vary from what the Company and its subsidiaries has assumed, which could have an adverse effect on the business.

Pursuant to the provisions of Section 357 of the Companies Act 2014, the Company has guaranteed commitments entered into and liabilities of certain of its subsidiary undertakings incorporated in the Republic of Ireland for the financial year to 29 February 2024 and as a result such subsidiaries are exempt from certain filing provisions.

29. RELATED PARTY TRANSACTIONS

The principal related party relationships requiring disclosure in the consolidated financial statements of the Group under IAS 24 *Related Party Disclosures* pertain to the existence of subsidiary undertakings and equity accounted investments, transactions entered into by the Group with these subsidiary undertakings and equity accounted investments and the identification and compensation of and transactions with key management personnel.

(a) Group
Transactions
Transactions between the Group and its related parties are made on terms equivalent to those that prevail in arm's length transactions.

Subsidiary undertakings
The consolidated financial statements include the financial statements of the Company and its subsidiaries. A listing of all subsidiaries is provided in note 30. Sales to and purchases from subsidiary undertakings, together with outstanding payables and receivables, are eliminated in the preparation of the consolidated financial statements in accordance with IFRS 10 *Consolidated Financial Statements*.

Equity accounted investments
See note 13 for details on equity accounted investments.

Loans extended by the Group to equity accounted investments are considered trading in nature and are included within advances to customers in trade & other receivables (note 15).

Details of transactions with equity accounted investments during the year and related outstanding balances at the year end are as follows:

	Joint ventures		Associates	
	2024	2023	2024	2023
	€m	€m	€m	€m
Net revenue	**1.0**	0.4	**0.5**	0.3
Trade & other receivables	**1.4**	0.5	**-**	-
Purchases	**1.5**	0.7	**0.7**	0.6
Trade & other payables	**0.1**	0.1	**-**	0.1
Loans	**1.2**	1.3	**0.6**	0.7

All outstanding trading balances with equity accounted investments, which arose from arm's length transactions, are to be settled in cash within 60 days of the reporting date.

29. RELATED PARTY TRANSACTIONS (continued)

Key management personnel

For the purposes of the disclosure requirements of IAS 24 *Related Party Disclosures*, the Group has defined the term 'key management personnel', as its Executive and Non-Executive Directors. Executive Directors participate in the Group's equity share award schemes (note 4) and are covered for death in service by an insurance policy. Executive Directors may also benefit from medical insurance under a Group policy (or the Group offers a cash alternative). No other non-cash benefits are provided. Non-Executive Directors do not receive share-based payments nor post-employment benefits.

Details of key management remuneration, charged to the Income Statement, are as follows:

	2024 Number	2023 (restated) Number
Number of individuals	**9**	9

	€m	€m
Salaries and other short-term employee benefits	**3.0**	2.0
Post-employment benefits	**0.1**	0.1
Equity settled share-based payment charge and related dividend accrual	**0.4**	1.0
Pay in lieu of notice*	**0.7**	-
Total	**4.2**	3.1

* David Forde received a payment on termination of his employment of €1,895,556 including €723,690 in lieu of notice.

During the current and prior financial year, there were no transactions or balances between the Group and its key management personnel or members of their close family apart from:

- The Group sells inventory to St Austell Brewery Company Limited, of which Jill Caseberry is a Non-Executive Director;

All transactions with related parties involve the normal supply of goods or services and are priced on an arm's length basis.

For the purposes of the Section 305 of the Companies Act 2014, the aggregate gains by Directors on the exercise of share options during FY2024 was €nil (FY2023: €nil).

(b) Company

The Company has a related party relationship with its subsidiary undertakings. Details of the transactions in the year between the Company and its subsidiary undertakings are as follows:

	2024 €m	2023 €m
Dividend income	**363.1**	219.9
Expenses paid on behalf of and recharged by subsidiary undertakings to the Company	**(4.5)**	(3.2)
Equity settled share-based payments for employees of subsidiary undertakings	**1.4**	2.1
Injection of cash funding and other movements with subsidiary undertakings	**(25.9)**	(52.8)

Notes forming part of the financial statements
(continued)

30. SUBSIDIARIES AND EQUITY ACCOUNTED INVESTMENTS

	Notes	Nature of business	Class of shares held as at 29 February 2024 (100% unless stated)
Trading subsidiaries			
Incorporated and registered in Republic of Ireland			
Bulmers Limited	(a) (l)	Cider	Ordinary
C&C Financing DAC	(b) (l) (m)	Financing company	Ordinary
C&C Group International Holdings Limited	(a) (l) (m)	Holding company	Ordinary & Convertible
C&C Group Irish Holdings Limited	(a) (l)	Holding company	Ordinary
C&C Group Sterling Holdings Limited	(b) (l)	Holding company	Ordinary
C&C (Holdings) Limited	(a) (l)	Holding company	Ordinary
C&C Management Services Limited	(a) (l)	Provision of management services	6% Cumulative Preference, 5% Second Non-Cumulative Preference & Ordinary Stock
C&C Finco Limited	(b) (l) (m)	Financing company	Ordinary
Cantrell & Cochrane Limited	(a) (l)	Holding company	Ordinary
Latin American Holdings Limited	(b) (l) (k)	Holding company	Ordinary
M&J Gleeson & Co Unlimited Company	(b) (l)	Wholesale of drinks	Ordinary
M.& J. Gleeson (Investments) Limited	(b) (l)	Non-trading	Ordinary
Tennent's Beer Limited	(a) (l)	Beer	Ordinary
The Annerville Financing Company Unlimited Company	(a) (l)	Financing company	Ordinary
The Five Lamps Dublin Beer Company Limited	(b) (l)	Beer	Ordinary
Wm. Magner Limited	(a) (l)	Cider	Ordinary
Wm. Magner (Trading) Limited	(a) (l)	Financing company	Ordinary
Incorporated and registered in Northern Ireland			
C&C Holdings (NI) Limited	(c)	Holding company	Ordinary
Gleeson N.I. Limited(c)		Wholesale of drinks	Ordinary
Tennent's NI Limited	(c)	Cider and beer	Ordinary & 3.25% Cumulative Preference
Incorporated and registered in England and Wales			
Bibendum Group Limited	(j)	Holding company	Ordinary
Bibendum PLB (Topco) Limited	(i)	Holding company	Ordinary
C&C Management Services (UK) Limited	(i)	Provision of management services	Ordinary
Magners GB Limited	(i)	Cider and beer	Ordinary
Matthew Clark Bibendum (Holdings) Limited	(i)	Holding company	Ordinary
Matthew Clark Bibendum Limited	(i)	Wholesale of drinks	Ordinary
Bibendum Off Trade Limited	(j)	Wholesale of drinks	Ordinary
The Orchard Pig Limited	(i)	Cider	Ordinary
Walker & Wodehouse Wines Limited	(j)	Wine	Ordinary
C&C IP UK Limited	(i)	Licensing activity	Ordinary
The Wondering Wine Company Limited	(i)	Wine	Ordinary

30. SUBSIDIARIES AND EQUITY ACCOUNTED INVESTMENTS (continued)

	Notes	Nature of business	Class of shares held as at 29 February 2024 (100% unless stated)
Incorporated and registered in Scotland			
Badaboom Limited	(d)	Marketing	Ordinary
Macrocom (1018) Limited	(d)	Investment	Ordinary
Tennent Caledonian Breweries UK Limited	(d)	Beer and cider	Ordinary
Tennent Caledonian Breweries Wholesale Limited	(d)	Wholesale of drinks	Ordinary
Wallaces Express Limited	(d)	Holding company	Ordinary
Wellpark Financing Limited	(d)	Financing company	Ordinary
Incorporated and registered in Luxembourg			
C&C IP Sàrl	(e)	Licensing activity	Class A to J Units
C&C IP (No. 2) Sàrl	(e)	Licensing activity	Class A to J Units
C&C Luxembourg Sàrl	(e)	Holding and financing company	Class A to J Units
Incorporated and registered Portugal			
Frutíssima - Concentrados de Frutos da Cova da Beira, Lda	(f) (k)	Ingredients	Ordinary
Frontierlicious Limitada	(f) (k)	Orchard management	Ordinary
Incredible Prosperity Limitada	(f) (k)	Orchard management	Ordinary
Incorporated and registered in Delaware, US			
Vermont Hard Cider Company Holdings, Inc.	(g)	Holding company	Common Stock
Wm. Magner, Inc.	(g)	Cider	Common Stock
Non-trading subsidiaries			
Incorporated and registered in Republic of Ireland			
C&C Brands Limited	(a) (l)	Non-trading	Ordinary
C&C Group Pension Trust Limited	(a) (l)	Non-trading	Ordinary
C&C Profit Sharing Trustee Limited	(a) (l)	Non-trading	Ordinary
Ciscan Net Limited	(a) (l)	Non-trading	Ordinary & A Ordinary
Cravenby Limited	(a) (l)	Non-trading	Ordinary
Dowd's Lane Brewing Company Limited	(a) (l)	Non-trading	Ordinary
Findlater (Wine Merchants) Limited	(a) (l)	Non-trading	Ordinary & A Ordinary
Fruit of the Vine Limited	(a) (l)	Non-trading	Ordinary
Gleeson Wines & Spirits Limited	(b) (l) (h)	Non-trading	Ordinary

Notes forming part of the financial statements
(continued)

30. SUBSIDIARIES AND EQUITY ACCOUNTED INVESTMENTS (continued)

	Notes	Nature of business	Class of shares held as at 29 February 2024 (100% unless stated)
Greensleeves Confectionery Limited	(b) (l) (h)	Non-trading	Ordinary, 12% Cumulative Convertible Redeemable Preference & 3% Cumulative Redeemable Convertible Preference
M&J Gleeson Nominees Limited	(b) (l)	Non-trading	Ordinary & Preference
M and J Gleeson (Manufacturing) Company Holdings Limited	(b) (l)	Non-trading	Ordinary & Non-Voting Ordinary
M and J Gleeson and Company Holdings Limited	(b) (l)	Non-trading	Ordinary
Magners Irish Cider Limited	(a) (l)	Non-trading	Ordinary
Sceptis Limited (in liquidation)	(a) (l) (h)	Non-trading	Ordinary
Showerings (Ireland) Limited	(a) (l)	Non-trading	Ordinary
Thwaites Limited	(a) (l)	Non-trading	A & B Ordinary
Tipperary Natural Mineral Water Company Holdings Limited	(b) (l) (h)	Non-trading	Ordinary
Tipperary Natural Mineral Water (Sales) Holdings Limited	(b) (l)	Non-trading	Ordinary
Tipperary Pure Irish Water Unlimited Company	(a) (l) (h)	Non-trading	Ordinary
Incorporated and registered in Northern Ireland			
C&C Profit Sharing Trustee (NI) Limited	(c)	Non-trading	Ordinary
Incorporated and registered in England and Wales			
A2 Contractors Limited	(i) (n)	Non-trading	Ordinary
Bibendum Wine Limited	(j) (n)	Non-trading	Ordinary
Gaymer Cider Company Limited	(i)	Non-trading	Ordinary
Mixbury Drinks Limited	(i) (n)	Non-trading	Ordinary

Notes (a) – (n)
The address of the registered office of each of the above companies and notes is as follows:
(a) Annerville, Clonmel, Co. Tipperary, E91 NY79, Ireland.
(b) Bulmers House, Keeper Road, Crumlin, Dublin 12, D12 K702, Ireland.
(c) 6 Aghnatrisk Road, Culcavy, Hillsborough, Co Down, BT26 6JJ, United Kingdom.
(d) Wellpark Brewery, 161 Duke Street, Glasgow, G31 1JD, United Kingdom.
(e) L-2132 Luxembourg, 18 Avenue Marie-Therese, Luxembourg.
(f) Quinta Da Ferreira De Baxio, Castelo Branco, Fundão Parish, 6230 610 Salgueiro, Portugal.
(g) 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, US.
(h) Dissolved after the year ended 29 February 2024.
(i) Pavilion 2, The Pavilions, Bridgwater Road, Bristol, BS99 6ZZ, United Kingdom.
(j) 109A Regents Park Road, London, NW1 8UR, United Kingdom.
(k) Classified as held for sale at 29 February 2024.
(l) Companies covered by Section 357, Companies Act 2014 guarantees (note 28).
(m) Immediate subsidiary of C&C Group plc.
(n) Entities that have availed of the audit exemption set out within Section 479A of the Companies Act 2006.

30. SUBSIDIARIES AND EQUITY ACCOUNTED INVESTMENTS (continued)

Equity accounted investments

	Notes	Nature of business	Class of share held as at 29 February 2024
Joint venture			
Beck & Scott (Services) Limited (Northern Ireland)	(a)	Wholesale of drinks	Ordinary, 50%
Drygate Brewing Company Limited (Scotland)	(c)	Brewing	B Ordinary, 49%
The Irish Brewing Company Limited (Ireland)	(d)	Non-trading	Ordinary, 45.61%
Associate			
Braxatorium Parcensis CVBA (Belgium)	(f)	Brewing	33.33%
Shanter Inns Limited (Scotland)	(g)	Public houses	Ordinary, 33%
Whitewater Brewing Co. Limited (Northern Ireland)	(h)	Brewing	Ordinary, 25%
Financial asset			
Jubel Limited (England and Wales)	(i)	Brewing	Ordinary, 8.4%
Innis & Gunn Holdings Limited (Scotland)	(e)	Brewing	8%
Bramerton Condiments Limited (England & Wales)	(b)	Food and beverage	Ordinary, 0.5%

Notes: (a) – (i)
The address of the registered office of each of the above equity accounted investments is as follows:
(a) Unit 1, Ravenhill Business Park, Ravenhill Road, Belfast, BT6 8AW, United Kingdom.
(b) 25 Farringdon Street, London, EC4A 4AB, United Kingdom.
(c) 85 Drygate, Glasgow, G4 0UT, United Kingdom.
(d) Bulmers House, Keeper Road, Crumlin, Dublin 12, D12 K702, Ireland.
(e) Orchard Brae House, 30 Queensferry Road, Edinburgh, EH4 2HS, United Kingdom.
(f) 3001 Leuven-Heverlee, Abdij van Park 7, Belgium.
(g) 230 High Street, Ayr, KA7 1RQ, United Kingdom.
(h) 3a Clarkill Road, Castlewellan, BT31 9BJ, United Kingdom.
(i) Office 311, Edinburgh House, 170 Kennington Lane, London, SE11 5DP, United Kingdom.

Notes forming part of the financial statements (continued)

31. PRIOR YEAR RESTATEMENTS

In the year ended 29 February 2024, the Group restated the prior year financial information. The impact of these restatements is summarised below:

Impact on the Consolidated Income Statement for the year ended 28 February 2023

	2023 (previously published)			Adjustments			2023 (restated)		
	Before exceptional items €m	Exceptional items €m	Total €m	Before exceptional items €m	Exceptional items €m	Total €m	Before exceptional items €m	Exceptional items €m	Total €m
Revenue	2,060.7	-	2,060.7	3.1	-	3.1	2,063.8	-	2,063.8
Excise duties	(371.7)	-	(371.7)	(5.9)	-	(5.9)	(377.6)	-	(377.6)
Net revenue	1,689.0	-	1,689.0	(2.8)	-	(2.8)	1,686.2	-	1,686.2
Operating costs	(1,604.9)	(0.2)	(1,605.1)	1.3	(12.2)	(10.9)	(1,603.6)	(12.4)	(1,616.0)
Group operating profit	84.1	(0.2)	83.9	(1.5)	(12.2)	(13.7)	82.6	(12.4)	70.2
Profit on disposal	-	1.1	1.1	-	-	-	-	1.1	1.1
Finance income	-	0.2	0.2	-	-	-	-	0.2	0.2
Finance expense	(17.3)	(2.0)	(19.3)	0.6	(0.6)	-	(16.7)	(2.6)	(19.3)
Profit before tax	66.8	(0.9)	65.9	(0.9)	(12.8)	(13.7)	65.9	(13.7)	52.2
Income tax expense	(14.2)	0.2	(14.0)	(0.2)	2.3	2.1	(14.4)	2.5	(11.9)
Group profit for the financial year	52.6	(0.7)	51.9	(1.1)	(10.5)	(11.6)	51.5	(11.2)	40.3
Impact on basic earnings per share (cent)			13.3			(3.0)			10.3
Impact on diluted earnings per share (cent)			13.2			(2.9)			10.3

Impact on the Consolidated Income Statement for the year ended 28 February 2023 (extract)

The table below shows the impact of the prior year restatements on the Consolidated Income Statement.

	2023 (as published) €m	Adjustments €m	2023 (restated) €m
Group profit for the financial year	51.9	(11.6)	40.3
Total comprehensive income for the financial year*	37.7	(11.6)	26.1

* The table above includes only those financial statement line items which have been restated. The Total comprehensive income for the financial year does not therefore represent the sum of the line items presented above.

31. PRIOR YEAR RESTATEMENTS (continued)

Impact on the Consolidated Balance Sheet as at 1 March 2022 (extract)

	1 March 2022 (previously published) €m	Adjustments €m	1 March 2022 (restated) €m
Non-current assets			
Property, plant & equipment	214.0	3.3	217.3
Deferred tax assets	27.0	0.7	27.7
Total non-current assets*	983.7	4.0	987.7
Current assets			
Inventories	168.2	(8.5)	159.7
Trade & other receivables	186.3	1.1	187.4
Total current assets*	485.0	(7.4)	477.6
TOTAL ASSETS	1,468.7	(3.4)	1,465.3
EQUITY			
Capital and reserves			
Treasury shares	(36.0)	(1.9)	(37.9)
Other reserves	98.3	1.3	99.6
Retained income	285.5	(4.3)	281.2
Total Equity*	699.0	(4.9)	694.1
LIABILITIES			
Non-current liabilities			
Lease liabilities	59.8	2.5	62.3
Deferred tax liabilities	30.2	0.1	30.3
Total non-current liabilities*	313.3	2.6	315.9
Current liabilities			
Lease liabilities	20.2	0.5	20.7
Trade & other payables	386.1	(2.6)	383.5
Current income tax liabilities	5.2	1.0	6.2
Total current liabilities*	456.4	(1.1)	455.3
Total liabilities*	769.7	1.5	771.2
TOTAL EQUITY & LIABILITIES	1,468.7	(3.4)	1,465.3

* The table above includes only those financial statement line items which have been restated. The total non-current assets, current assets, equity, non-current liabilities, current liabilities and total liabilities do not therefore represent the sum of the line items presented above.

Notes forming part of the financial statements
(continued)

31. PRIOR YEAR RESTATEMENTS (continued)

Impact on the Consolidated Balance Sheet as at 28 February 2023 (extract)

	28 February 2023 (previously published) €m	Adjustments €m	28 February 2023 (restated) €m
Non-current assets			
Property, plant & equipment	210.3	4.7	215.0
Goodwill & Intangibles	645.5	(1.4)	644.1
Deferred tax assets	25.0	1.3	26.3
Total non-current assets*	967.9	4.6	972.5
Current assets			
Inventories	174.9	(12.2)	162.7
Trade & other receivables	164.1	(0.7)	163.4
Current income tax assets	0.7	0.3	1.0
Total current assets*	455.0	(12.6)	442.4
TOTAL ASSETS	1,422.9	(8.0)	1,414.9
EQUITY			
Capital and reserves			
Treasury shares	(34.1)	(2.3)	(36.4)
Other reserves	80.3	0.8	81.1
Retained income	341.8	(15.6)	326.2
Total Equity*	739.2	(17.1)	722.1
LIABILITIES			
Non-current liabilities			
Provisions	4.9	10.4	15.3
Lease liabilities	57.1	3.2	60.3
Deferred tax liabilities	34.2	0.5	34.7
Total non-current liabilities*	196.2	14.1	210.3
Current liabilities			
Lease liabilities	16.7	(0.4)	16.3
Trade & other payables	370.7	(5.9)	364.8
Provisions	5.4	1.8	7.2
Current income tax liabilities	0.5	(0.5)	-
Total current liabilities*	487.5	(5.0)	482.5
Total liabilities*	683.7	9.1	692.8
TOTAL EQUITY & LIABILITIES	1,422.9	(8.0)	1,414.9

* The table above includes only those financial statement line items which have been restated. The total non-current assets, current assets, equity, non-current liabilities, current liabilities and total liabilities do not therefore represent the sum of the line items presented above.

31. PRIOR YEAR RESTATEMENTS (continued)

Adjustments in respect of the Group

As noted earlier in this report, the Group has identified a number of accounting errors which have resulted in the restatement of results for the 1 March 2022 (FY2022) Consolidated Balance Sheet and 28 February 2023 (FY2023) reporting periods. These errors arose from mistakes and errors of judgement and an explanation of the individual items is given below:

(i) Property, plant and equipment (PPE) was understated by €3.3m at FY2022, of which €3.1m was in respect of leases for plant, machinery and equipment not capitalised correctly in accordance with IFRS 16. An additional €0.2m related to reclassification of pallets in Clonmel previously incorrectly recognised in inventory. At FY2023, PPE balances were understated by a cumulative €4.7m, of which €3.3m related to the leases and pallets noted previously for FY2022 and a further €1.4m arose from capitalised software costs that were misclassified as goodwill and intangibles. Accordingly, the goodwill and intangibles balances were previously overstated by an equivalent amount at FY2023.

(ii) Inventory at the Group's Clonmel site was overstated cumulatively by €12.2m at FY2023 (FY2022: €8.5m). This overstatement arose from accounting errors and existence related issues in respect of cider concentrate, raw materials for use in cider production and pallets of €11.1m at FY2023 (FY2022: €8.5m) and the incorrect accounting treatment applied to inventory of branded glassware of €1.1m in FY2023 (FY2022: nil).

(iii) Trade and other receivable balances were understated by €1.1m at FY2022 due to incorrect accounting treatment applied to supplier incentive bonus payments. In FY2023, this balance was overstated by a net €0.7m which is comprised of the €1.1m understatement from FY2022, offset by an overstatement of prepayments, debtors and other receivables of €1.8m. In FY2023, this balance was overstated by a net €0.7m which is comprised of the €1.1m understatement from FY2022, offset by an overstatement of prepayments, debtors and other receivables of €1.8m.

(iv) The Group's Partnership and Matching Share Schemes in respect of UK and ROI employees were incorrectly accounted for as cash-settled schemes, whereas they should have been accounted for as equity settled schemes. This resulted in an understatement of Treasury shares of €2.3m at FY2023 (FY2022: €1.9m) and an understatement of other reserves of €0.8m (FY2022: €1.3m). The Retained income impact in FY2023 was €1.5m (FY2022: €0.6m).

(v) Lease liabilities were understated by €3.0m at FY2022 (non-current: €2.5m and current: €0.5m) and €2.8m at FY2023 (non-current: €3.2m offset by an overstatement in current: €0.4m) following the incorrect accounting treatment adopted in respect of the lease contracts. The Income Statement impact for FY2023 was €0.2m (FY2022: nil).

(vi) Trade and other payable balances were overstated by €5.9m in FY2023 (FY2022: €2.6m). These overstatements resulted from errors of judgement applied in respect of accounting for goods received not invoiced (GRNI), customer discount liabilities, deferred income and other general accruals.

(vii) Provisions were understated in FY2023 by €12.2m (FY2022: nil) due to onerous contracts in respect of the Group's suppliers of apples for use in cider production not being recognised in the appropriate accounting period (non-current: €10.4m and current: €1.8m).

(viii) Revenue was understated in FY2023 by €3.1m due to the incorrect timing of release of customer discount liabilities.

(ix) Excise duties were understated by €5.9m in FY2023. This comprises a reclassification of duty charges, incorrectly included within operating costs, of €8.2m, offset by an over accrual of €2.3m.

(x) The tax impact of these adjustments at FY2023 was a credit of €2.1m. Included within this is a €1.5m credit and a reclassification of €0.6m to Finance expense. Deferred tax assets were understated by €1.3m at FY2023 (FY2022: €0.7m). Deferred tax liabilities were understated by €0.5m at FY2023 (FY2022: €0.1m). Current income tax assets were understated by €0.3m at FY2023 (FY2022: nil) and Current income tax liabilities were understated by €0.5m at FY2023 (FY2022: €1.0m).

(xi) The cumulative retained income impact of these adjustments resulted in a charge to the opening retained income position of €4.3m in FY2022 and a cumulative charge to retained income of €15.6m in FY2023. The impact on the consolidated Income Statement was €11.6m offset by €0.3m net recorded directly in Retained income.

Notes forming part of the financial statements
(continued)

31. PRIOR YEAR RESTATEMENTS (continued)

Adjustments in respect of the Company

In the year ended 29 February 2024, the Company restated the prior year financial information. The impact of these restatements is summarised below:

Impact on the Company Balance Sheet as at 28 February 2023 (extract)

	28 February 2023 (previously published) €m	Adjustments (iii) €m	28 February 2023 (restated) €m
Non-current assets			
Financial assets	1,158.6	0.6	1,159.2
Total non-current assets*	1,158.6	0.6	1,159.2
Current assets			
Trade & other receivables	285.1	(0.6)	284.5
Total current assets*	285.3	(0.6)	284.7
TOTAL ASSETS	1,443.9	-	1,443.9
EQUITY			
Capital and reserves			
Treasury Shares	-	(2.3)	(2.3)
Other Reserves	5.1	0.8	5.9
Retained income	231.8	1.8	233.6
Total Equity*	1,289.1	0.3	1,289.4
LIABILITIES			
Non-current liabilities			
Interest bearing loans & borrowings	100.0	(0.3)	99.7
Total non-current liabilities*	100.0	(0.3)	99.7
Total liabilities*	154.8	(0.3)	154.5
TOTAL EQUITY & LIABILITIES	1,443.9	-	1,443.9

* The table above includes only those financial statement line items which have been restated. The total non-current assets, current assets, equity, non-current liabilities and total liabilities do not therefore represent the sum of the line items presented above.

31. PRIOR YEAR RESTATEMENTS (continued)

Adjustments

During the current financial year the Company has identified a number of accounting errors which have resulted in the restatement of results for the FY2023 reporting period. These errors arose from accounting mistakes and errors of judgement and an explanation of the individual items is given below:

(i) The Group's Partnership and Matching Share Schemes in respect of UK and ROI employees were incorrectly accounted for as cash-settled schemes, whereas they should have been accounted for as equity settled schemes. This resulted in adjustments in FY2023 of a €2.3m debit (FY2022: €1.9m debit) to correct the Treasury Share Reserve, €0.6m debit (FY2022: €0.3m debit) in Investments in Subsidiary as a result of capital contributions in respect of these equity settled awards and a €1.4m credit (FY2022: €1.3m credit) to correct the understatement of the Other Reserve. Retained earnings were credited €0.9m in respect of 1 March 2022 and operating costs were credited €0.6m in respect of FY2023.

(ii) The Group's Long Term Incentive Plan accounted for as equity settled schemes are subject to performance conditions. The FY2023 Other Reserve was restated to correct the component of these awards where the relevant performance condition was not achieved. This resulted in a €0.6m debit to Other Reserve and a credit to Trade & Other Receivables by an equivalent amount.

(iii) Capitalised advisory fees related to the issue of US Private Placement debt in previous periods were understated by €0.3m following errors made in the underlying amortisation calculations. This correction resulted in a €0.3m credit to profit and loss account in FY2023 and a debit to Interest Bearing Loans & Borrowings (non-current) by an equivalent amount.

32. POST BALANCE SHEET EVENTS

On 7 June 2024, the Group's Chief Executive Officer, Patrick McMahon, stepped down from the Board and Ralph Findlay, Chair of the Board was appointed to the role with immediate effect.

The Group has commenced its previously announced share buyback programme and from 1 March 2024 to 21 June 2024 has purchased 7,653,323 shares in the open market at an average price of €190.16 cent per share, with the total buyback therefore amounting to €14.6m.

33. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were approved by the Directors on 27 June 2024.

Financial Definitions

Adjusted earnings	Profit for the year attributable to equity Shareholders as adjusted for exceptional items
CGU	Cash generating unit
CODM	Chief Operating Decision-Maker
Company	C&C Group plc
Constant Currency	Prior year revenue, net revenue and operating profit for each of the Group's reporting segments is restated to constant exchange rates for transactions by subsidiary undertakings in currencies other than their functional currency and for translation in relation to the Group's non-Euro denominated subsidiaries by revaluing the prior year figures using the current year average foreign currency rates
DBT	Deferred Bonus Plan
DWT	Dividend Withholding Tax
EBITDA	Earnings before Interest, Tax, Depreciation and Amortisation charges excluding the Group's share of equity accounted investments' profit/(loss) after tax
Adjusted EBITDA	EBITDA as adjusted for exceptional items
EBIT	Earnings before Interest and Tax
Adjusted EBIT	EBIT as adjusted for exceptional items
Effective tax rate (%)	Income and deferred tax charges relating to continuing activities before the tax impact of exceptional items calculated as a percentage of profit before tax for continuing activities before exceptional items and excluding the Group's share of equity accounted investments' profit/(loss) after tax
EPS	Earnings per share
EU	European Union
Exceptional	Material items of income and expense within the Group results for the year which by virtue of their size or nature, and are non-recurring, are disclosed in the Income Statement and related notes as exceptional items
ESOS	Executive Share Option Scheme
Export	Sales in territories outside of Ireland, Great Britain and North America
Free Cash Flow	Free Cash Flow is a measure that comprises cash flow from operating activities net of capital investment cash outflows which form part of investing activities. Free Cash Flow highlights the underlying cash generating performance of the ongoing business
FRS 101	Financial Reporting Standard 101 Reduced Disclosure Framework
Functional currency	The currency of the primary economic environment in which the entity operates. The consolidated financial statements are presented in Euro, which is the presentation currency of the Group and both the presentation and functional currency of the Company
GB	Great Britain (i.e. England, Wales and Scotland). For the purposes of segmental reporting, GB includes all sales executed and managed outside the Island of Ireland.
Group	C&C Group plc and its subsidiaries
HL	Hectolitre (100 Litres)
	kHL = kilo hectolitre (100,000 litres)
	mHL = millions of hectolitres (100 million litres)
IAS	International Accounting Standards
IASB	International Accounting Standards Board
IFRIC	International Financial Reporting Interpretations Committee
IFRS	International Financial Reporting Standards as adopted by the EU

Interest cover	Calculated by dividing the Group's EBITDA excluding exceptional items and discontinued activities by the Group's interest expense, excluding IFRS 16 *Leases* finance charges, issue cost write-offs, fair value movements with respect to derivative financial instruments and unwind of discounts on provisions, for the same period
LAD	Long Alcoholic Drinks
Liquidity	Liquidity is defined as cash plus undrawn amounts under the Group's revolving credit facility
LTIP	Long-Term Incentive Plan
Net debt	Net debt comprises borrowings (net of issue costs) less cash plus lease liabilities capitalised under IFRS 16 *Leases*
Net debt/EBITDA	A measurement of leverage, calculated as the Group's Net debt divided by its EBITDA excluding exceptional items and discontinued activities. The net debt to EBITDA ratio is a debt ratio that shows how many years it would take for the Group to pay back its debt if net debt and EBITDA are held constant
Net revenue	Net revenue is defined by the Group as revenue less excise duty. The duty number disclosed represents the cash cost of duty paid on the Group's products. Where goods are bought duty paid and subsequently sold, the duty element is not included in the duty line but within the cost of goods sold. Net revenue therefore excludes duty relating to the brewing and packaging of certain products. Excise duties, which represent a significant proportion of revenue, are set by external regulators over which the Group has no control and are generally passed on to the consumer
NI	Northern Ireland
Non-controlling interest	Non-controlling interest is the share of ownership in a subsidiary entity that is not owned by the Group
OECD	Organization for Economic Cooperation and Development
Off-trade	All venues where drinks are sold for off-premise consumption including shops, supermarkets and cash & carry outlets selling alcohol for consumption off the premises
On-trade	All venues where drinks are sold at retail for on-premise consumption including pubs, hotels and clubs selling alcohol for consumption on the premises
Operating profit	Profit earned from the Group's core business operations before net financing and income tax costs and excluding the Group's share of equity accounted investments' profit/(loss) after tax. In line with the Group's accounting policies certain items of income and expense are separately classified as exceptional items on the face of the Income Statement
Operating margin	Operating margin is based on operating profit before exceptional items and is calculated as a percentage of net revenue
PPE	Property, plant & equipment
PS	IFRS Practice Statement 2 Making Materiality Judgements
Revenue	Revenue comprises the fair value of goods supplied to external customers exclusive of intercompany sales and value added tax, after allowing for discounts, rebates, allowances for customer loyalty and other pricing related allowances and incentives
ROI	Republic of Ireland
TRG	Transition Resource Group
TSR	Total Shareholder Return
UK	United Kingdom (Great Britain and Northern Ireland)
US	United States of America

Additional Information

275 Shareholder and Other Information

Shareholder and Other Information

C&C Group plc is an Irish registered company (registered number: 383466). Its ordinary shares are quoted on the London Stock Exchange (ISIN: IE00B010DT83 SEDOL: B010DT8).

The authorised share capital of the Company at 29 February 2024 was ordinary 800,000,000 ordinary shares at €0.01 each. The issued share capital at 29 February 2024 was 402,708,890 ordinary shares of €0.01 each.

Euroclear Bank

Following the migration in March 2021 of securities settlement in the securities of Irish registered companies listed on the London Stock Exchange (such as the Company) and/or Euronext Dublin from the CREST settlement system to the replacement system, Euroclear Bank, the Company's shares are held and transferred in certificated form (that is, represented by a share certificate) or in electronic form indirectly through the Euroclear System or through CREST in CDI (CREST Depository Interest) form. Shareholders have the choice of holding their shares in electronic form or in the form of share certificates. Shareholders should consult their stockbroker if they wish to hold their shares in electronic form.

SHARE PRICE DATA	2024	2023
Share price at year end	£1.43	£1.49

	2024	2023
No of Shares in issue at year end	402,708,890	402,007,212
Market capitalisation 29/28 February	£576m	£599m

Share price movement during the financial year		
– high	£1.59	£2.16
– low	£1.23	£1.44

Dividend Payments

The Company may, by ordinary resolution declare dividends in accordance with the respective rights of Shareholders, but no dividend shall exceed the amount recommended by the Directors. The Directors may also declare and pay interim dividends if they believe they are justified by the profits of the Company available for distribution.

Subject to Shareholder approval at the 2024 Annual General Meeting, the Directors have proposed a final dividend of 3.97 cents per share to be paid on 23 August 2024 to ordinary Shareholders registered at the close of business on 19 July 2024. An interim dividend was paid of 1.89 cents per share; therefore, the Group's full year dividend will amount to 5.86 cents per share. There is no scrip dividend alternative proposed.

Dividend Withholding Tax ('DWT') must be deducted from dividends paid by an Irish resident company, unless a Shareholder is entitled to an exemption and has submitted a properly completed exemption form to the Company's Registrar. DWT applies to dividends paid by way of cash or by way of shares under a scrip dividend scheme and is deducted at the standard rate of income tax (currently 20%). Non-resident Shareholders and certain Irish companies, trusts, pension schemes, investment undertakings, companies resident in any member state of the European Union and charities may be entitled to claim exemption from DWT. DWT exemption forms may be obtained from the Irish Revenue Commissioners website: http://www.revenue.ie/en/tax/dwt/forms/index.html. Shareholders should note that DWT will be deducted from dividends in cases where a properly completed exemption form has not been received by the relevant record date. Shareholders who wish to have their dividend paid direct to a bank account, by electronic funds transfer, should contact Link Registrars to obtain a mandate form. Tax vouchers will be sent to the Shareholder's registered address under this arrangement.

Dematerialisation

There is a requirement in the Central Securities Depositories Regulations ('CSDR') that all newly issued securities of quoted companies admitted to trading in the EU hold all shares through a CSD from 1 January 2023 and all existing transferrable securities of quoted companies admitted to trading in the EU must be represented in book entry from 1 January 2025. Therefore, by 1 January 2025, all of the Company's securities need to be held electronically.

While over 95% of the Company's shares are currently held electronically through Euroclear, the remaining shares are held by certificated shareholders. From 1 January 2025 these share certificates will cease to represent legal title and instead your shares will be represented by book entry on the Register of Members. Your shareholding has not changed and you retain ownership of your shares, it's simply that legal title is now represented by entry on the Register of Members rather than in physical paper form.

Further information can be found on the Company's website at https://candcgroupplc.com/shareholder-centre/

Shareholder and Other Information
(continued)

Holders through Euroclear Bank

Investors who hold their shares via Euroclear Bank or (in CDI form) through CREST will automatically receive dividends in Euro unless they elect otherwise.

Certificated Shareholders

Shareholders who hold their shares in certificated form will automatically receive dividends in Euro with the following exceptions:

- Shareholders with an address in the United Kingdom (UK) will automatically receive dividends in Sterling,
- Shareholders who had previously elected to receive dividends in a particular currency will continue to receive dividends in that currency.

Shareholders who wish to receive dividends in a currency other than that which will be automatically used should contact the Company's Registrar.

E-Communication

In order to promote a more cost effective and environmentally friendly approach, the Company provides the Annual Report electronically to Shareholders via the Group's website and only sends a printed copy to those who specifically request one. Shareholders who wish to alter the method by which they receive communications should contact the Company's Registrar. All Shareholders will continue to receive printed proxy forms, dividend documentation, Shareholder circulars, and, where the Company deems it appropriate, other documentation by post.

Company Secretary and Registered Office

Mark Chilton,
C&C Group plc
Bulmers House, Keeper Road, Crumlin, Dublin 12, D12 K702
Tel: +353 1 506 3900

Registrars

Shareholders with queries concerning their holdings, dividend information or administrative matters should contact the Company's Registrars:
Link Registrars Limited (trading as LinkGroup)
P.O. Box 7117, Dublin 2.(if delivered by post) or;
Suite 149, The Capel Building, Mary's Abbey, Dublin 7, D07 DP79, Ireland.(if delivered by hand)
Tel: +353 1 553 0050
Fax: +353 1 224 0700
Email: enquiries@linkgroup.ie
Website: www.linkgroup.eu

Investor Relations

FTI Consulting
10 Merrion Square, Dublin 2, D02 DW94

Principal Bankers

ABN Amro Bank
Allied Irish Bank
Bank of Ireland
Bank of Scotland
Barclays Bank
HSBC
Rabobank

Solicitors

McCann FitzGerald
Riverside One, Sir John Rogerson's Quay, Dublin 2, D02 X576

Stockbrokers

Davy
Davy House, 49 Dawson Street, Dublin 2, D02 PY05

Barclays Bank plc
5 The North Colonnade, Canary Wharf, London E14 4BB

Numis Securities Limited
10 Paternoster Square, London, EC4M 7LT

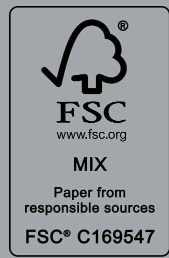
Auditor

Ernst & Young Chartered Accountants
Harcourt Centre, Harcourt Street, Dublin 2, D02 YA40.

Website

Further information on C&C Group plc is available at www.candcgroupplc.com

sourcedesign.ie



Bulmers House, Keeper Road, Crumlin, Dublin 12, D12 K702.
www.candcgroupplc.com