

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

If you are in any doubt as to what action you should take you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional financial adviser (being in the case of shareholders in Ireland an organisation or firm authorised or exempted pursuant to the European Communities (Markets in Financial Instruments) Regulations (Nos. 1 to 3) 2007 or the Investment Intermediaries Act 1995 and in the case of shareholders in the United Kingdom, an adviser authorised or exempted pursuant to the Financial Services and Markets Act 2000).

If you have sold or otherwise transferred all your shares please forward this document together with the form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected, for delivery to the purchaser or transferee.

**Letter from the Chairman and  
Notice of Annual General Meeting**



**Notice of the Annual General Meeting of Kingspan Group plc  
to be held on Thursday 7 May 2015 at 10:00 a.m.  
at The Herbert Park Hotel, Ballsbridge, Dublin 4 is set out in this document.**





To the Shareholders,  
Kingspan Group plc

25 March 2015

**Notice of Annual General Meeting (“AGM”)**

Dear Shareholder,

I enclose for your attention Notice of the Annual General Meeting of Kingspan Group plc, and invite you to join me on 7 May 2015 at The Herbert Park Hotel, Ballsbridge, Dublin 4 at 10:00 a.m.

The resolutions to be proposed at the forthcoming AGM are set out on pages 4-8 of this Notice, with further explanatory notes set out on pages 9-15.

I would encourage all Shareholders to read the Company's Business Review for 2014 which is contained in the Annual Report, which is available on [www.kingspan.com](http://www.kingspan.com). The financial statements and directors' report give details of what was a very positive year for Kingspan. Accordingly the Board is pleased to recommend a final dividend of 10.00 cent per share which, if approved at the Annual General Meeting, will give a total dividend for the year of 16.25 cent.

In accordance with Kingspan's commitment to best practice corporate governance, all of your Board will retire and offer themselves for re-election by the Shareholders. Two of your directors, Michael Cawley and John Cronin, were co-opted to the Board during the year and will, in accordance with the articles of association of the Company, offer themselves for election at the AGM. The performance of the Board is reviewed annually, and each of the directors has made a substantial contribution to the leadership and governance of the Company during the year. A brief biography of each of the directors is set out in the notes to the resolutions. Also this year, as part of Kingspan's shareholder engagement, the Board is once again putting the report of the Remuneration Committee to an advisory vote.

The five items of special business at the AGM relate to the share capital of the Company and the renewal of authorities previously given for a further 12 month period. These are matters which are now standard for most public companies.

Your participation at the AGM is important for the Company, and I would encourage every Shareholder to take part in the meeting, either by attending the AGM or (if you are not able to attend) by casting your vote by proxy. Details of how you can vote, either in person or by proxy, are set out in the general notes to this circular. You can also submit a question in advance of the AGM, by sending an e-mail to [agm@kingspan.com](mailto:agm@kingspan.com).

Your Board believes that the resolutions to be proposed at the AGM are in the best interests of the Company and its Shareholders. Accordingly the directors unanimously recommend that Shareholders vote in favour of the resolutions, as they intend to do in respect of their own beneficial holdings of shares in the Company.

Yours sincerely,

Eugene Murtagh  
Chairman

Kingspan Group plc.  
Dublin Road, Kingscourt  
Co. Cavan, Ireland  
tel: +353 (0) 42 9698000  
fax: +44 (0) 42 9667501  
e-mail: [admin@kingspan.ie](mailto:admin@kingspan.ie)  
[www.kingspan.com](http://www.kingspan.com)  
Incorporated in Ireland. Registered No. 70576

A list of names and personal details of every director of the Company is available for inspection to the public at the Company's registered office.

## **NOTICE OF ANNUAL GENERAL MEETING (“AGM”)**

Notice is hereby given that the Annual General Meeting of Kingspan Group plc will be held at The Herbert Park Hotel, Ballsbridge, Dublin 4 at 10:00 a.m. on Thursday 7 May 2015 for the following purposes:

### **As ordinary business:**

#### **1. Financial statements**

To receive and adopt the financial statements and the reports of the directors and the auditors for the year ended 31 December 2014.

#### **2. Dividend**

To declare a final dividend for the year ended 31 December 2014 of 10.00 cent per share.

#### **3. Report of the Remuneration Committee**

To approve the report on directors' remuneration for the year ended 31 December 2014.

#### **4. Election of directors**

- 4(a) To re-elect Eugene Murtagh as a director.
- 4(b) To re-elect Gene M. Murtagh as a director.
- 4(c) To re-elect Geoff Doherty as a director.
- 4(d) To re-elect Russell Shiels as a director.
- 4(e) To re-elect Peter Wilson as a director.
- 4(f) To re-elect Gilbert McCarthy as a director.
- 4(g) To re-elect Helen Kirkpatrick as a director.
- 4(h) To re-elect Linda Hickey as a director.
- 4(i) To elect Michael Cawley as a director.
- 4(j) To elect John Cronin as a director.

(each of which shall be proposed as a separate resolution).

#### **5. Auditors' remuneration**

To authorise the directors to fix the remuneration of the auditors for the year ending 31 December 2014.

**As special business:**

**6. Allotment of shares**

To consider and, if thought fit, to pass as an Ordinary Resolution:

That the directors be and are hereby generally and unconditionally authorised pursuant to Section 20 of the Companies (Amendment) Act 1983 to exercise all the powers of the Company to allot relevant securities within the meaning of Section 20 of that Act up to an amount equal to the authorised but as yet unissued share capital of the Company at the close of business on the date of the passing of this resolution. The authority hereby conferred shall expire at the earlier of the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution and 7 August 2016 unless previously renewed, varied or revoked by the Company in General Meeting provided however that the Company may make an offer or agreement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the directors may allot relevant securities in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.

With the commencement of the Companies Act 2014, the authority conferred by this resolution shall be applied as if the reference to resolution 20 of the Companies (Amendment) Act 1983 in this resolution is deemed to refer to Section 1021 of the Companies Act 2014.

**7. Dis-application of pre-emption rights**

Subject to the passing of the previous resolution, to consider and, if thought fit, to pass as a Special Resolution:

That the directors be and are hereby empowered pursuant to Section 24 of the Companies (Amendment) Act 1983 to allot equity securities (within the meaning of Section 23 of that Act) pursuant to the authority conferred by Resolution 6 above as if subsection (1) of the said Section 23 did not apply to any such allotment provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with a rights issue, open offer or other invitation to or in favour of the holders of ordinary shares where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be) to the respective numbers of ordinary shares held by them but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems in respect of overseas shareholders, fractional entitlements or otherwise; and
- (b) to the allotment of equity securities up to a maximum aggregate nominal value equal to 5% of the aggregate nominal value of the Company's issued ordinary share capital at the close of business on the date of passing of this resolution,

and shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution or 7 August 2016 (whichever shall be earlier) save that the Company may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

With the commencement of the Companies Act 2014, the power and authority conferred by this resolution shall be applied as if the references to Sections 23 and 24 of the Companies (Amendment) Act 1983 in this resolution are deemed to refer to their equivalent provisions in Sections 1022 and 1023 of the Companies Act 2014.

## **8. Purchase of own shares**

To consider and, if thought fit, to pass as a Special Resolution:

That the Company and/or any subsidiary (as defined by Section 155 of the Companies Act 1963) of the Company be hereby generally authorised to make market purchases (as defined by Section 212 of the Companies Act 1990) of shares of any class in the Company ("Shares") on such terms and conditions and in such manner as the directors may determine from time to time but subject to the provisions of the Companies Act 1990 and to the following restrictions and provisions:

- (a) the aggregate nominal value of the Shares authorised to be acquired pursuant to the terms of this resolution shall not exceed 10% of the aggregate nominal value of the issued share capital of the Company as at the close of business on the date of the passing of this resolution; and
- (b) the minimum price which may be paid for any Share shall be an amount equal to the nominal value thereof; and
- (c) the maximum price which may be paid for any Share (a "Relevant Share") shall be the higher of:
  - (i) an amount equal to 105% of the average market value of a Share as determined in accordance with this paragraph (c); and
  - (ii) the higher of the price of the last independent trade and the highest current independent bid on the Irish Stock Exchange at the time the purchase is carried out,

where the average market value of a Share for the purpose of sub-paragraph (i) shall be the amount equal to the average of the five amounts resulting from determining whichever of the following ((1), (2) or (3) specified below) in respect of Shares of the same class as the Relevant Share shall be appropriate for each of the five business days immediately preceding the day on which the Relevant Share is purchased as determined from the information published in the Irish Stock Exchange Daily Official List reporting the business done on each of those five days:

- (1) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
- (2) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
- (3) if there shall not be any dealing reported for the day, the average of the closing bid and offer prices for the day;

and if there shall be only a bid (but not an offer) price or an offer (but not a bid) price reported, or if there shall not be any bid or offer price reported, for any particular day, that day shall not be treated as a business day for the purposes of determining the maximum price; provided that, if the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the Irish Stock Exchange or its equivalent;

- (d) the authority conferred by this resolution shall include authority to make overseas market purchases (as defined by Section 212 of the Companies Act 1990) of Shares on the London Stock Exchange, provided that (a) any such purchase shall be subject to any requirements of the laws of the United Kingdom of Great Britain and Northern Ireland as shall apply thereto and (b) the maximum price which may be paid for any Shares so purchased shall be the higher of:
  - (i) 5% above the average of the middle market quotations for the Shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the date of purchase; and
  - (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out,

provided that, if the means of providing the foregoing information as to dealings and prices by reference to which the maximum price is to be determined is altered or is replaced by some other means, then a maximum price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the London Stock Exchange or its equivalent;

- (e) the authority hereby granted shall expire at the conclusion of the next Annual General Meeting of the Company or on the date 18 months after the date of passing of this resolution (whichever is earlier) unless previously varied, revoked or renewed by special resolution, in accordance with the provisions of Section 215 of the Companies Act 1990. The Company or any such subsidiary may enter before such expiry into a contract for the purchase of Shares which would or might be executed wholly or partly after such expiry and may complete any such contract as if the authority conferred hereby had not expired.

With the commencement of the Companies Act 2014, the authority conferred by this resolution shall be applied as if the references to Section 212 and 215 of the Companies Act, 1990 and the Companies Act 1990 in this resolution are deemed to refer, respectively, to Sections 1072 and 1074 of the Companies Act 2014 and the Companies Act 2014 and as if the reference to Section 155 of the Companies Act 1963 in this resolution is deemed to refer to Section 7 of the Companies Act 2014.

## **9. Treasury shares**

To consider and, if thought fit, to pass as a Special Resolution:

That, subject to the passing of Resolution 8, for the purposes of Section 209 of the Companies Act 1990, the re-issue price range at which ordinary shares having a par value of €0.13 in the capital of the Company ("Shares") held as treasury shares (as defined by the said Section 209) ("Treasury Shares") may be re-issued off-market shall be as follows:

- (a) the maximum price at which a Treasury Share may be re-issued off-market shall be an amount equal to 120% of the Appropriate Price; and
- (b) the minimum price at which a Treasury Share may be re-issued off-market shall be an amount equal to 95% of the Appropriate Price.

For the purposes of this Resolution the expression "Appropriate Price" shall mean an amount equal to the average of the five amounts resulting from determining whichever of the following ((1), (2) or (3) specified below) in relation to Shares shall be appropriate for each of the five business days immediately preceding the day on

which the Treasury Share is re-issued as determined from the information published in the Irish Stock Exchange Daily Official List reporting the business done on each of those five business days:

- (1) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
- (2) if there shall be only one dealing reported for the day, the price at which such dealing took place; or
- (3) if there shall not be any dealing reported for the day, the average of the closing bid and offer prices for the day;

and if there shall be only a bid (but not an offer) price or an offer (but not a bid) price reported, or if there shall not be any bid or offer price reported, for any particular day, that day shall not be treated as a business day for the purposes of determining the Appropriate Price; provided that, if the means of providing the foregoing information as to dealings and prices by reference to which the Appropriate Price is to be determined is altered or is replaced by some other means, then the Appropriate Price shall be determined on the basis of the equivalent information published by the relevant authority in relation to dealings on the Irish Stock Exchange or its equivalent; and

- (d) the authority hereby granted shall expire at the conclusion of the next Annual General Meeting of the Company or on the date 18 months after the date of passing of this resolution (whichever is earlier) unless previously varied or renewed in accordance with the provisions of Section 209 of the Companies Act 1990.

With the commencement of the Companies Act 2014, the authority conferred by this resolution shall be applied as if the references to Section 209 of the Companies Act 1990 in this resolution are deemed to refer to Section 1078 of the Companies Act 2014.

## **10. General meetings**

To consider and, if thought fit, to pass as a Special Resolution:

That the directors be and are hereby generally and unconditionally authorised to call a general meeting, other than an annual general meeting or a meeting for the passing of a special resolution, on not less than 14 days' notice. The authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company after the date of the passing of this resolution unless previously renewed, varied or revoked by the Company in general meeting.

**By Order of the Board**  
**Lorcan Dowd, Company Secretary**

**25 March 2015**

Kingspan Group plc  
Registered Office: Dublin Road, Kingscourt, Co. Cavan, Ireland  
Telephone: +353 (0)42 969 8000; Fax: +353 (0)42 966 7501  
Email: [agm@kingspan.com](mailto:agm@kingspan.com); Internet: [www.kingspan.com](http://www.kingspan.com)

## **NOTES ON RESOLUTIONS:**

### **Resolution 1: Financial statements**

The directors will present the report and accounts of the Company for the year ended 31 December 2014. A full copy of the Annual Report is available on [www.kingspan.com](http://www.kingspan.com).

### **Resolution 2: Dividend**

The directors are proposing a final dividend for the year ended 31 December 2014 of 10.00 cent per share. If approved, the final dividend will be paid (subject to Irish withholding tax rules) on 15 May 2015 to shareholders on the register at close of business on 24 April 2015.

### **Resolution 3: Report of the Remuneration Committee**

The Report of the Remuneration Committee is contained in the Annual Report which is available on [www.kingspan.com](http://www.kingspan.com). It complies with the provisions of Section D of the UK Corporate Governance Code (September 2012) and the Irish Corporate Governance Annex. This is an advisory resolution, and is not binding on the Company.

### **Resolution 4: Election of directors**

Each of the executive directors has a combination of general business skills, and experience in the construction materials market. The non-executive directors represent a diverse business background complementing the executive directors' skills. The performance of the Board is reviewed annually, and each of the directors has made a substantial contribution to the leadership and governance of the Company during the year.

- 4(a) Eugene Murtagh (72) is the non-executive Chairman of the Group. *Skills & experience:* Eugene founded the Kingspan business in the 1960s and as CEO until 2005 he led its growth and development to become an international market leader. He has an unrivalled understanding of the Group, its business and ethos, and brings to the Board his leadership and governance skills.
- 4(b) Gene M. Murtagh (43) is the Group Chief Executive. He was appointed to the Board in November 1999. *Skills & experience:* Gene was previously the Group's chief operating officer from 2003 to 2005. Prior to that he was managing director of the Group's Insulated Panel business and of the Environmental business. He joined the Group in 1993, and has a deep knowledge of all of the Group's businesses and the wider construction materials industry.
- 4(c) Geoff Doherty (43) is the Group Chief Financial Officer. He was appointed to the Board in January 2011. *Skills & experience:* Prior to joining Kingspan, Geoff was the chief financial officer of Greencore Group plc, having previously worked in IWP International plc, PricewaterhouseCoopers and BDO accountants in Dublin. He is a qualified chartered accountant (F.C.A., B. Comm.), with extensive experience of capital markets and financial management in an international manufacturing environment.
- 4(d) Russell Shiels (53) is president of the Group's Access Floors and Insulated Panels businesses in North America. He was appointed to the Board in December 1996. *Skills & experience:* Russell was previously managing director of the Group's Building Components and Raised Access Floors businesses in the UK. He has experience in many of the Group's key businesses. He brings to the Board his particular knowledge of the North American building envelope market as well as his understanding of the office and datacentre market globally.

- 4(e) Peter Wilson (58) is managing director of the Group's Insulation Boards business. He was appointed to the Board in February 2003. *Skills & experience:* Peter has been with the Group since 1981, and has led the Insulation Boards division since 2001. He brings to the Board over 30 years' knowledge and experience of the global insulation industry.
- 4(f) Gilbert McCarthy (43) is managing director of the Group's Insulated Panels businesses in the UK, Ireland, Western Europe and Australia. He was appointed to the Board in September 2011. *Skills & experience:* Gilbert has been with the Group for over 13 years, and has held a number of senior management positions including managing director of the Off-site division and general manager of the Insulation Boards business. He brings to the Board his extensive knowledge of the building envelope industry, in particular in Western Europe and Australasia.
- 4(g) Helen Kirkpatrick M.B.E. (56) joined the Board in June 2007. *Skills & experience:* Helen is also a non-executive director of UTV Media plc and of UTV Ireland Ltd. She is a director of United Dairy Farmers, a director of Dale Farm Limited and an ex officio member of the Senate of Queen's University Belfast. Helen was formerly a non-executive director of the International Fund for Ireland, Enterprise Equity Venture Capital Group, Crumlin Together Ltd and NI-CO Ltd. She is a fellow of Chartered Accountants Ireland and is a member of the Chartered Institute of Marketing. She brings her considerable financial and business acumen to the Board and to the Audit Committee.
- 4(h) Linda Hickey (53) was appointed to the Board in June 2013. *Skills & experience:* She is the Head of Corporate Broking at Goodbody Capital Markets, where she has worked since 2004. Previously she worked at NCB Stockbrokers and Merrill Lynch. She brings to the Board her considerable knowledge and experience in capital markets and corporate governance matters.
- 4(i) Michael Cawley (60) was appointed to the Board in May 2014. *Skills & experience:* He is a chartered accountant, and was formerly Chief Operating Officer & Deputy Chief Executive of Ryanair. Prior to joining Ryanair he had experience in a number of different distribution and manufacturing industries, including as Finance Director of the Gowan Group, one of Ireland's largest private companies. He is chairman of Fáilte Ireland and also a non-executive director of Paddy Power plc, and Ryanair Holdings plc. He brings to the Board extensive international financial and business experience.
- 4(j) John Cronin (55) was appointed to the Board in May 2014. *Skills & experience:* He is a qualified solicitor, and chairman and partner of McCann FitzGerald. He has many years' experience in banking, structured finance and capital markets matters, and is a member of the International Bar Association. He brings valuable legal, corporate governance and capital markets experience to the Board.

#### **Resolution 5: Auditors' remuneration**

The directors are seeking to renew their authority to fix the remuneration of the auditors for the year ending 31 December 2015.

#### **Resolution 6: Allotment of shares**

Shareholders are being asked to renew, until the Annual General Meeting in 2016, the usual annual authority of the directors to allot the unissued share capital of the Company which is equal to 27.18% of the issued ordinary share capital of the Company as at 18 March 2015 (being the latest practicable date prior to publishing this notice). The directors will exercise this authority only if they consider this to be in the best interests of shareholders generally at that time. The directors currently have no intention to allot such shares at the present time.

### **Resolution 7: Dis-application of pre-emption rights**

In addition, shareholders are being asked to renew, until the Annual General Meeting in 2016, the power of the directors to dis-apply the statutory pre-emption provisions applying to issues of ordinary shares for cash in the event of a rights issue and for any other issue for cash up to an aggregate of 5% of the nominal value of the Company's issued ordinary share capital. The directors will exercise this power only if they consider this to be in the best interests of shareholders generally at that time.

### **Resolution 8: Purchase of own shares**

Shareholders are being asked to provide, until the Annual General Meeting in 2016, an authority for the Company, or any of its subsidiaries, to purchase up to 10% of the Company's own shares. The directors would only exercise the power to purchase the Company's own shares at price levels which they considered to be in the best interests of shareholders generally, after taking account of the Company's overall financial position. The directors currently have no intention to exercise the Company's authority to purchase its own shares at the present time. The minimum price which may be paid for a purchase of the Company's own shares will be the nominal value of the ordinary shares, and the maximum price which may be paid shall be 105% of the then average market price of the ordinary shares.

### **Resolution 9: Treasury shares**

Shareholders' approval is also being sought, where the Company's shares have been repurchased (such shares being known as Treasury Shares), for re-issue of these shares off-market at a maximum price of 120% of the then average market price of the ordinary shares, and a minimum price of 95% of that average. The directors have no current intention to re-issue such shares at the present time.

There were outstanding at 18 March 2015 (being the latest practicable date prior to publishing this notice), options to subscribe for 4,829,300 ordinary shares, representing approximately 2.79% of the Company's issued share capital at that date. If the repurchase authority were to be exercised in full, the shares subject to these options would represent approximately 3.10% of the Company's issued share capital.

### **Resolution 10: General meetings**

Shareholders are being asked to renew, until the Annual General Meeting in 2016, the Company's authority to call a general meeting on 14 days' notice other than an annual general meeting or a meeting to consider any special resolution (being a resolution requiring a 75% majority vote). The directors consider that it is in the interests of the Company to retain this flexibility.

**GENERAL NOTES:****Entitlement to attend and vote**

1. The Company specifies that only those shareholders registered in the register of members of the Company as at 6.00 p.m. on Tuesday 5 May 2015 (or in the case of an adjournment as at 6.00 p.m. on the day two days prior to the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.

**Website giving information regarding the meeting**

2. A copy of this Notice, details of the total number of shares and voting rights at the date of this Notice and copies of documentation in relation to the 2015 Annual General Meeting, including proxy forms, are available from [www.kingspan.com](http://www.kingspan.com).

**Attending in person**

3. The Annual General Meeting will be held at The Herbert Park Hotel, Ballsbridge, Dublin 4, Ireland. If you wish to attend the Annual General Meeting in person, you are recommended to attend at least 15 minutes before the time appointed for holding of the Annual General Meeting to allow time for registration. Please bring the attendance card attached to your Form of Proxy and present it at the shareholder registration desk before the commencement of the Annual General Meeting.

**Appointment of proxies**

4. A member entitled to attend, speak and vote at the above meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A member may appoint more than one proxy to attend and vote at the Annual General Meeting in respect of shares held in different securities accounts. A member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by that member. A proxy need not be a member of the Company.
5. A Form of Proxy for use by members is enclosed with this Notice of Annual General Meeting (or is otherwise being delivered to shareholders). Completion of a Form of Proxy (or submission of proxy instructions electronically) will not prevent a shareholder from attending the Annual General Meeting and voting in person should he or she wish to do so.
6. To be valid, the Form of Proxy must be delivered to Computershare Investor Services (Ireland) Limited, PO Box 954, Sandyford, Dublin 18, Ireland (if delivered by post) or at Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18, Ireland (if delivered by hand) as soon as possible and, in any event, so as to be received not less than forty-eight hours before the time for the holding of the meeting, or any adjournment thereof.
7. CREST members may appoint one or more proxies through the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Further information on CREST procedures and requirements is contained in the CREST Manual. The message appointing a proxy(ies) must be transmitted so as to be received by the Company's Registrar (CREST Participant ID 3RA50) by the latest times(s) for receipt of proxy appointments specified in

this notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK and Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or Sponsored Member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

8. To appoint a proxy electronically log onto the website of the Registrar, Computershare Investor Services (Ireland) Limited: [www.eproxyappointment.com](http://www.eproxyappointment.com). Shareholders will require their Shareholder Reference Number (SRN), PIN and Control Number as printed on the accompanying Form of Proxy. Full details of the procedures, including voting instructions are given on the website.

#### **Issued shares and total voting rights**

9. The total number of issued shares as at 18 March 2015 (being the latest practicable date prior to publishing of this notice of Annual General Meeting) is 172,983,696. On a vote by show of hands every shareholder who is present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every shareholder shall have one vote for every share carrying voting rights of which he or she is the holder.

The ordinary resolutions require a simple majority of votes cast by shareholders voting in person or by proxy to be passed. The special resolutions require a majority of not less than 75% of votes cast by those who vote either in person or by proxy to be passed.

#### **Questions at the Annual General Meeting**

10. Under section 134C of the Companies Act 1963, the Company must answer any question a shareholder may ask relating to the business being dealt with at the Annual General Meeting unless:
  - answering the question would interfere unduly with the preparation for the Annual General Meeting or the confidentiality and business interests of the Company;
  - the answer has already been given on a website in a question and answer format; or
  - it appears to the Chairman of the Annual General Meeting that it is undesirable in the interests of good order of the meeting that the question be answered.

#### **Shareholders' right to table draft resolutions and to put items on the agenda**

11. A shareholder or a group of shareholders holding 3% of the issued share capital, representing at least 3% of the total voting rights of all shareholders who have a right to vote at the meeting, have a right to table a draft resolution for an item on the agenda of the

meeting subject to any contrary provisions in company law. In the case of the 2015 Annual General Meeting, the latest date for submission of such requests is 26 March 2015 (being 42 days prior to the date of the meeting).

The request:

- may be in hard copy form or in electronic form;
- must set out in writing details of the draft resolution in full or, if supporting a draft resolution sent by another shareholder, clearly identify the draft resolution which is being supported;
- must be authenticated by the person or persons making it (by identifying the shareholder or shareholders meeting the qualification criteria and, if in hard copy, by being signed by the shareholder or shareholders); and
- must be received by the Company not later than 42 days before the meeting to which the request relates.

In addition to the above, the request must be made in accordance with one of the following ways:

- a hard copy request which is signed by the shareholder(s), states the full name and address of the shareholder(s) and is sent to the Company Secretary, Kingspan Group plc, Head Office, Dublin Road, Kingscourt, Co Cavan, Ireland; or
- a request which states the full name and address of the 'Shareholder Reference Number' (SRN), as printed on the accompanying Form of Proxy of the shareholder(s) and is sent to [lrcan.dowd@kingspan.com](mailto:lrcan.dowd@kingspan.com).

A draft resolution must not be such as would be incapable of being passed or otherwise be ineffective (whether by reason of inconsistency with any enactment or the Company's Memorandum and Articles of Association or otherwise). Any draft resolution must not be defamatory of any person.

12. A shareholder or a group of shareholders holding 3% of the issued share capital, representing at least 3% of the total voting rights of all shareholders who have a right to vote at the meeting, have a right to put an item on the agenda of the meeting subject to any contrary provisions in company law. In the case of the 2015 Annual General Meeting, the latest date for submission of such requests is 26 March 2015 (being 42 days prior to the date of the meeting).

The request:

- may be in hard copy form or in electronic form;
- must set out in writing the details of the item the shareholder(s) wish to have included in the AGM agenda;
- must set out in writing the shareholder(s)' reasons why the item is to be included in the AGM agenda;
- must be authenticated by the person or persons making it (by identifying the shareholder or shareholders meeting the qualification criteria and, if in hard copy, by being signed by the shareholder or shareholders); and

- must be received by the Company not later than 42 days before the meeting to which the request relates.

In addition to the above, the request must be made in accordance with one of the following ways:

- a hard copy request which is signed by the shareholder(s), states the full name and address of the shareholder(s) and is sent to the Company Secretary, Kingspan Group plc, Head Office, Dublin Road, Kingscourt, Co Cavan, Ireland; or
- a request which states the full name and address of the 'Shareholder Reference Number' (SRN), as printed on the accompanying Form of Proxy of the shareholder(s) and is sent to [lorcan.dowd@kingspan.com](mailto:lorcan.dowd@kingspan.com).

Any requested item must not be defamatory of any person.

