

Kingspan Group Plc

2016 Annual General Meeting

All resolutions proposed at the Annual General Meeting of the Company held on the 5 May 2016 were duly passed, in each case by a vote taken on a show of hands.

The total number of valid proxies received by the Company were as follows*:

Resolution	Vote type	Voted	Voted %
1, ADOPT FINACIAL STATEMENTS	For	134,735,223	99.99
	Against	331	0.00
	Discretion	18,685	0.01
	Votes Withheld	400	
2, TO DECLARE FINAL DIVIDEND	For	132,299,309	99.62
	Against	488,297	0.37
	Discretion	19,572	0.01
	Votes Withheld	1,947,461	
3, APPROVE REPORT REMUNERATION COMMITTEE	For	87,157,532	68.21
	Against	40,588,236	31.77
	Discretion	26,285	0.02
	Votes Withheld	6,982,586	
4A, TO RE-ELECT EUGENE MURTAGH	For	121,701,512	93.65
	Against	8,227,336	6.33
	Discretion	25,025	0.02
	Votes Withheld	4,800,766	
4B, TO RE-ELECT GENE M MURTAGH	For	125,960,885	93.47
	Against	8,768,329	6.51
	Discretion	25,025	0.02
	Votes Withheld	400	
4C, TO RE-ELECT GEOFF DOHERTY	For	122,033,621	90.76
	Against	12,395,393	9.22
	Discretion	26,225	0.02
	Votes Withheld	299,400	
4D, TO RE-ELECT RUSSELL SHIELS	For	119,311,855	88.74
	Against	15,117,272	11.24
	Discretion	26,112	0.02
	Votes Withheld	299,400	
4E, TO RE-ELECT PETER WILSON	For	123,146,112	91.59
	Against	11,283,902	8.39
	Discretion	25,225	0.02
	Votes Withheld	299,400	
4F, TO RE-ELECT GILBERT MCCARTHY	For	119,309,914	88.74
	Against	15,120,100	11.25
	Discretion	25,225	0.02
	Votes Withheld	299,400	
4G, TO RE-ELECT HELEN KIRKPATRICK	For	130,123,462	96.57
	Against	4,601,552	3.41
	Discretion	25,225	0.02
	Votes Withheld	4,400	

4H, TO RE-ELECT LINDA HICKEY	For	130,374,003	96.75
	Against	4,340,124	3.22
	Discretion	36,112	0.03
	Votes Withheld	4,400	
4I, TO RE-ELECT MICHAEL CAWLEY	For	131,564,475	97.63
	Against	3,164,539	2.35
	Discretion	25,225	0.02
	Votes Withheld	400	
4J, TO RE-ELECT JOHN CRONIN	For	129,943,692	96.43
	Against	4,784,279	3.55
	Discretion	26,568	0.02
	Votes Withheld	100	
4J, TO ELECT BRUCE MCLENNAN	For	132,692,462	98.47
	Against	2,035,904	1.51
	Discretion	26,173	0.02
	Votes Withheld	100	
5, REMUNERATION OF AUDITORS	For	131,410,161	97.52
	Against	3,317,950	2.46
	Discretion	26,428	0.02
	Votes Withheld	100	
6, DIRECTORS TO ALLOT SECURITIES	For	132,750,595	98.48
	Against	2,018,056	1.50
	Discretion	26,068	0.02
	Votes Withheld	9,920	
7, DIS-APPLICATION OF PRE-EMPTION RIGHTS	For	134,708,437	99.97
	Against	6,757	0.01
	Discretion	30,568	0.02
	Votes Withheld	8,877	
8, PURCHASE OF COMPANY SHARES	For	133,804,920	99.33
	Against	878,710	0.65
	Discretion	25,568	0.02
	Votes Withheld	45,441	
9, RE-ISSUE TREASURY SHARES	For	134,719,458	99.98
	Against	4,881	0.00
	Discretion	26,638	0.02
	Votes Withheld	3,662	
10, TO APPROVE CONVENING EGM ON 14 DAYS NOTICE	For	126,526,278	93.90
	Against	8,191,801	6.08
	Discretion	34,568	0.03
	Votes Withheld	1,992	
11, APPROVAL AND ADOPTION OF AMENDED ARTICLES OF ASSOCIATION	For	134,708,923	99.98
	Against	5,658	0.00
	Discretion	25,568	0.02
	Votes Withheld	14,490	
12, APPROVAL OF THE KINGSPAN EMPLOYEE BENEFIT TRUST	For	134,324,269	99.69
	Against	389,255	0.29
	Discretion	24,568	0.02
	Votes Withheld	16,547	

*A "Vote Withheld" is not a vote in law, and is not included in the total number of votes cast, or the calculation of the proportion of votes "For" and "Against".