

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 36th Annual General Meeting of Kingspan Group plc
to be held on Thursday 5 May 2016 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



1 April 2016

Notice of Annual General Meeting (“AGM”)

Dear Shareholder,

I enclose for your attention Notice of the 36th Annual General Meeting of Kingspan Group plc, and invite you to join me on Thursday 5 May 2016 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 9-12 (and the appendix on pages 13-16 of this circular).

Kingspan delivered a superb performance in 2015, with record profits of €256m. For further details I would encourage all Shareholders to read the Company’s Business Review for 2015 and the financial statements and directors’ report which are contained in the Annual Report, all of which are available on www.kingspan.com. Accordingly the Board is pleased to recommend a final dividend of 17.00 cent per share which, if approved at the Annual General Meeting, will give a total dividend for the year of 25.00 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. Bruce McLennan, who was co-opted to the Board during the year, will in accordance with the articles of association of the Company offer himself for election at the AGM. A brief biography of each of the directors is set out in the notes to the resolutions. 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. 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 first five items of special business at the AGM (Resolutions 6 to 10) 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.

Under the sixth item of special business (Resolution 11) shareholders are being asked to adopt amended Articles of Association of the Company in order to bring them into line with the provisions of the Companies Act 2014 which became law on 1 June 2015. A summary of the proposed changes is set out in the Appendix attached to the notice.

The last item of special business (Resolution 12) concerns the establishment of an employee benefit trust to be known as “The Kingspan Employee Benefit Trust” (the principal terms of which are summarised in the notes to the resolutions).

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.

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.

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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 36th 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 5 May 2016 for the following purposes:

As ordinary business:

1. Financial statements

Following a review of the Company’s affairs, to receive and adopt the financial statements and the reports of the directors and the auditors for the year ended 31 December 2015.

2. Dividend

To declare a final dividend for the year ended 31 December 2015 of 17.00 cent per share.

3. Report of the Remuneration Committee

To approve the report on directors’ remuneration for the year ended 31 December 2015.

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 re-elect Michael Cawley as a director.

4(j) To re-elect John Cronin as a director.

4(k) To elect Bruce McLennan 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 2016.

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 1021 of the Companies Act 2014 to exercise all the powers of the Company to allot relevant securities within the meaning of Section 1021 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 5 August 2017 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.

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 1022 and Section 1023 of the Companies Act 2014 to allot equity securities (within the meaning of Section 1023 of that Act) pursuant to the authority conferred by Resolution 6 above as if subsection (1) of the said Section 1022 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 5 August 2017 (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.

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 7 of the Companies Act 2014) of the Company be hereby generally authorised to make market purchases (as defined by Section 1072 of the Companies Act 2014) 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 2014 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 1072 of the Companies Act 2014) 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 1074 of the Companies Act 2014. 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.

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 Sections 109 and 1078 of the Companies Act 2014, 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 ("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 109 and/or 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.

11. Approval and adoption of amended Articles of Association

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

That the amended Articles of Association produced to the meeting (a copy of which regulations are marked "X" for identification) be adopted as the new Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association of the Company.

12. Approval of the Kingspan Employee Benefit Trust

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

That the establishment of an employee benefit trust to be known as “The Kingspan Employee Benefit Trust” (the principal terms of which are summarised in the circular to shareholders of which this notice forms part) to be constituted by a trust deed be and is hereby approved and the Directors be and are hereby authorised to establish such employee benefit trust and to do all acts and things which they may consider necessary or expedient for the purpose of carrying such employee benefit trust into effect.

By Order of the Board
Lorcan Dowd, Company Secretary

1 April 2016

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NOTES ON RESOLUTIONS:

Resolution 1: Financial statements

The directors will present the report and accounts of the Company for the year ended 31 December 2015. A full copy of the Annual Report is available on www.kingspan.com.

Resolution 2: Final dividend

The directors are proposing a final dividend for the year ended 31 December 2015 of 17.00 cent per share. If approved, the final dividend will be paid (subject to Irish withholding tax rules) on 13 May 2016 to shareholders on the register at close of business on 22 April 2016.

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. It complies with the provisions of Section D of the UK Corporate Governance Code (September 2014) 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 (73) is the non-executive Chairman of the Group. *Skills & experience:* He founded the Kingspan business in the 1960's 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. *Committees:* Nominations (18 years, chair).
- 4(b) Gene M. Murtagh (44) is the Group Chief Executive Officer. He was appointed to the Board in November 1999. *Skills & experience:* He was previously the 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. *Committees:* Nominations (8½ years),
- 4(c) Geoff Doherty (44) is the Group Chief Financial Officer. He joined the Group, and was appointed to the Board, in January 2011. *Skills & experience:* Prior to joining Kingspan he was the chief financial officer of Greencore Group plc and chief executive of its property and agribusiness activities. He is a qualified chartered accountant, with extensive experience of capital markets and financial leadership in an international environment.
- 4(d) Russell Shiels (54) is President of the Group's Insulated Panels and Access Floors businesses in North America. He joined the Board in December 1996. *Skills & experience:* He has experience in many of the Group's key businesses, and was previously managing director of the Group's Building Components and Raised Access Floors businesses in the UK. He brings to the Board his particular knowledge of the North American building envelope market, as well as his understanding of the office and data centre market globally.
- 4(e) Peter Wilson (59) is Managing Director of the Group's Insulation Boards business. He was appointed to the Board in February 2003. *Skills & experience:* He 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 (44) is Managing Director of the Group's Insulated Panels businesses in the UK, Ireland, Western Europe and Australasia. He was appointed to the Board in September 2011. *Skills & experience:* He joined the Group in 1998, 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 (57) joined the board in June 2007. *Skills & experience:* Helen is a Fellow of the Institute of Chartered Accountants in Ireland and a member of the Chartered Institute of Marketing. She 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 brings her considerable financial and business acumen to the Board and its Committees. *Committees:* Remuneration (7 years, chair), Nominations (7 years), Senior Independent Director. *External appointments:* Non-executive director of UTV Media plc and of UTV Ireland Limited, Non-executive director of United Dairy Farmers and of Dale Farm Limited, and a member of the Audit Committee of Queen's University Belfast.
- 4(h) Linda Hickey (54) was appointed to the Board in June 2013. *Skills & experience:* She is a registered stockbroker and 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. *Committees:* Audit (2½ years), Nominations (1½ years), Remuneration (½ year). *External appointments:* Member of the board of the Irish Blood Transfusion Service.
- 4(i) Michael Cawley (61) 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 brings his extensive international financial and business experience to the Board and the Audit Committee. *Committees:* Audit (1½ years, chair), Remuneration (1½ years). *External appointments:* Chairman of Fáilte Ireland, and Non-executive director of Paddy Power Betfair plc, Ryanair Holdings plc, and Hostelworld Group plc.
- 4(j) John Cronin (56) was appointed to the Board in May 2014. *Skills & experience:* He is a qualified solicitor, and a partner and former chairman of McCann FitzGerald. He has more than 25 years' experience in banking, structured finance and capital markets matters, and is a member of the International Bar Association. Since 2015 he is a board member of the British Irish Chamber of Commerce. He brings valuable legal, corporate governance and capital markets experience to the Board. *Committees:* Nominations (1½ years), Audit (½ year). *External appointments:* None.
- 4(k) Bruce McLennan (51) was appointed to the Board in June 2015. *Skills & experience:* He is Managing Director and Co-Head of Advisory at Gresham Advisory Partners Limited. He is also a Member of the Australian Institute of Company Directors, Australian Society of Certified Practising Accountants, and a Fellow of the Securities Institute of Australia. He brings to the Board over 30 years' experience in investment banking, and a broad knowledge of international capital markets and strategic and corporate planning. *Committees:* None. *External appointments:* Member of Australian Takeovers Panel.

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 2016.

Resolution 6: Allotment of shares

Shareholders are being asked to renew, until the Annual General Meeting in 2017, the usual annual authority of the directors to allot the unissued share capital of the Company which is equal to 24.06% of the issued ordinary share capital of the Company as at 24 March 2016 (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 2017, 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 2017, 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 24 March 2016 (being the latest practicable date prior to publishing this notice), options to subscribe for 3,959,760 ordinary shares, representing approximately 2.23% of the Company's issued share capital at that date. If the repurchase authority were to be exercised in full, the shares subject to these options would represent approximately 2.48% of the Company's issued share capital.

Resolution 10: General meetings

Shareholders are being asked to renew, until the Annual General Meeting in 2017, 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.

Resolution 11: Amendment of Articles of Association

This resolution is being proposed in response to the enactment of the Companies Act 2014. Substantially all of the provisions of the Irish Companies Act 2014 became effective on 1 June 2015. The purpose of this resolution is to adopt amended Articles of Association for the Company to take account of the comprehensive consolidation, with amendments, of company law in Ireland effected by the Companies Act 2014 and to make some consequential and "housekeeping" changes. An explanation of the changes that will be effected by this resolution is set out in the Appendix to this notice.

A copy of the Articles of Association marked to show the changes proposed to be made by Resolution 11 is available on the Company's website and will also be available for inspection at the registered office of the Company during business hours on any business day up to and including the date of the Annual General Meeting as well as being available at the Annual General Meeting on 5 May 2016.

Resolution 12: Establishment of employee benefit trust

Resolution 12 seeks approval for the establishment of the Kingspan Employee Benefit Trust (the "EBT").

The Board is proposing that the EBT be established to be available for use in connection with:

- the application of existing shares (other than treasury shares) to be purchased in the market in deferred bonus arrangements for executive directors of the Company and employees of the Group;
- the Kingspan Performance Share Plan ("PSP") established with shareholder approval at the Company's AGM on 15 May 2008. The PSP contemplates the possibility of awards made by the trustees of an employee benefit trust;
- such other purposes as may be undertaken without shareholder approval or which shareholders may hereafter approve.

The immediate purpose to which the EBT is intended to be put is the delivery of shares forming part of the new deferred bonus arrangements for executive directors and selected employees referred to in the Remuneration Report. It is intended that, under these deferred bonus arrangements, existing shares should be delivered to bonus recipients on a deferred basis after the expiry of a retention period, normally of at least two years, and provided that he/she remains an employee or director of the Group.

The EBT will be administered by an independent professional trust company (the “trustee”) all of whose directors will be independent of the Company. The beneficiaries of the EBT will be the employees and former employees of any group company and will therefore include the executive directors of the Company. The EBT will be established as an employees’ share scheme within the meaning of the Irish Companies Acts and the trustee will have full discretion with regard to the application of the trust fund (subject to recommendations from the Remuneration Committee). The trustee may acquire shares in the Company by market purchase or, subject to the limits set out in the PSP and other share schemes, by subscription at a price not less than the nominal value. There is no present intention of issuing any new shares to the trust. Any shares issued to the EBT in order to satisfy awards under the PSP and other share schemes will be treated as counting towards the dilution limits that apply to those schemes. The funds to acquire shares will be provided to the trustee by the Company or by companies within the group (by gift or by loan) or via a third party such as a bank, and may be guaranteed by the Company or a group company.

The EBT will, generally, provide the Company with greater flexibility with regard to the financing of employee share schemes and will enable any options or awards under any employee share scheme operated by the Company to be satisfied by acquiring shares in the market as an alternative to dilution.

The establishment of the EBT will not, however, extend the limit on the Company’s ability to use newly issued shares or shares held in treasury for the purposes of employees’ share schemes. The limits on the use of such shares which will apply are the limits which shareholders have already approved for the purposes of the Kingspan Performance Share Plan (approved by shareholders in May 2008) or which shareholders may hereafter approve.

APPENDIX

Explanation of proposed amendments to the Articles of Association

1. Introduction

Substantially all of the provisions of the Irish Companies Act 2014 became effective on 1 June 2015. The Companies Act 2014 has consolidated the previous Irish Companies Acts and many of the related statutory instruments into a single statute and has introduced significant reforms to Irish company law.

Instead of providing, as the previous Irish Companies Acts had, for a model set of articles of association that apply unless otherwise provided for, the Companies Act 2014 includes optional statutory provisions that apply to regulate a company unless its articles of association provide otherwise.

The purpose of Resolution 11 is to adopt revised Articles of Association for the Company to reflect the new statutory context and to ensure that the changes to Irish company law will not have an unintended effect on the Company's Memorandum and Articles of Association by altering how the provisions in the Memorandum and Articles of Association are to be applied. It is also proposed to use this opportunity to make some additional amendments to the Articles of Association to bring the Articles of Association into line with best practice for listed companies.

As all of the changes described below are intended, so far as practicable, to preserve the *status quo*, or to bring the Articles of Association into line with best practice for listed companies, it is not considered necessary to vote separately on each amendment to the Articles of Association.

2. Amendments to the Articles of Association

It is proposed to make the following amendments to the Articles of Association:

Companies Act 2014 Amendments

- (a) Articles 1, 18, 60, 108, 112, 119, 138 and 153 contain references to sections in the previous Irish Companies Acts. This Resolution 11 will amend these statutory references in order to ensure that they refer to the corresponding provisions in the Companies Act 2014.
- (b) The Companies Act 2014 adopts a new approach with respect to the articles of association of all companies. Instead of making provision for an optional, model set of articles of association as was provided under Table A of the First Schedule to the Companies Act 1963 ("**Table A**"), the Companies Act 2014 now contains specific statutory provisions that apply to all companies unless the company's articles of association specifically exclude them. As those provisions deal with matters that are already dealt with in the Company's existing Articles of Association (which also disapply the model set of articles of association provided in Table A), it is proposed that a new provision will be included in Article 2 of the revised Articles of Association to disapply those optional sections of the Companies Act 2014. As Table A is no longer relevant, its disapplication in Article 2 is no longer necessary. A summary of each of the provisions which are being specifically excluded by the new Article 2 is set out below:
 - (i) Section 43(2) deals with use of a company's seal. This section is being disapplied as provision for use of the Company's seal is made in Article 150 to 153;
 - (ii) Sections 65(2) to (7) deal with the power of a company to convert shares into stock and to reconvert stock into shares. These sections are being disapplied as the matter is already provided for in Articles 49 to 52;
 - (iii) Sections 77 to 81 deal with the making of calls in respect of unpaid amounts due on shares issued by a company. These sections are being disapplied as the matter is already provided for in Articles 26 to 32;
 - (iv) Section 95(1)(a) is being disapplied as the Directors discretion to decline a transfer of shares is dealt with in Articles 40 to 45;
 - (v) Sections 96(2) to (11) deal with the transmission of shares in a company. These sections are being disapplied as the matter is already provided for in Articles 46 to 48;

- (vi) Sections 124 and 125 deal with the declaration and payment of dividends by a company. These sections are being disapplied as the relevant subject matter is already provided for in Articles 133 to 142;
- (vii) Section 126 deals with the capitalisation of distributable profits. This section is being disapplied as the matter is already dealt with by Article 144;
- (viii) Sections 144(3) and 144(4) deal with the appointment of directors of a company. These sections are being disapplied as the matter is already provided for in Articles 100 to 110;
- (ix) Section 148(2) deals with how the office of a director of a company may be vacated early. This section is being disapplied as the matter is already provided for in Article 99;
- (x) Section 158(3) deals with the borrowing powers of the directors of a company. This section is being disapplied as the matter is already provided for in Article 119;
- (xi) Section 158(4) deals with the delegation of powers by directors to committees. This section is being disapplied as the matter is already provided for in Article 127 and 128;
- (xii) Sections 159 to 165 deal with the appointment of a managing director, the establishment of board committees, matters relating to board procedure and the appointment of alternate directors. These sections are being disapplied as these matters are already provided for in Articles 93, 95 to 98, 113, 120 to 130 and 154;
- (xiii) Sections 182(2) and (5) deal with the quorum required for a general meeting of a company. These sections are being disapplied as the matter is already provided for in Article 66;
- (xiv) Section 183(3) is being disapplied as otherwise it would prohibit the appointment of multiple proxies, which is already permitted by Article 83(B);
- (xv) Section 187 deals with the conduct of general meetings of a company. This section is being disapplied as the matter is already provided for in Articles 69 to 72;
- (xvi) Section 188 deals with voting at general meetings of a company. This section is being disapplied as the matter is already provided for in Articles 72 and 80 to 82;
- (xvii) Sections 218(3), (4) and (5) deal with the service of notice on members of a company. These sections are being disapplied as detailed provision in this regard is made in respect of the Company by Article 156 to 158;
- (xviii) Sections 229, 230 and 1113 deal with the interests of directors of a company. These sections are being disapplied as the matter is already provided for in Articles 113 and 115;
- (xix) Section 338(5) deals with the delivery of the financial statements of the company. These sections are being disapplied as delivery methods are already dealt with in Article 148;
- (xx) Section 618(1)(b) deals with the distribution of property on a winding up of a company. This section is being disapplied as the matter is already provided for in Articles 140 and 163;
- (xxi) Section 1090 deals with the rotation of directors of a company. This section is being disapplied as the matter is already provided for in Articles 100 to 103; and
- (xxii) Section 1092 deals with the remuneration of the Directors of a Company. This section is being disapplied as the matter is already provided for in Articles 90, 91 and 97.

The optional provisions of the Companies Act 2014 which are being specifically included are Sections 83 and 84 which set out powers necessary to implement capital reductions.

- (c) The definition of “Auditors” in Article 1(b) is being amended to include the word “statutory” (which is consistent with the Companies Act 2014).
- (d) In various places in the Articles of Association, references to “stock exchange nominee” are being deleted as this term is no longer in use following the repeal of the Companies (Amendment) Act 1977.

- (e) Article 4 is being supplemented to make clear, consistent with Section 66(4) and as would be conventional, that, subject to law, the Company may issue redeemable shares or convert shares into redeemable shares.
- (f) Articles 8 and 9, which refer to share allotment authorities which expired in 1990, they are being deleted for being redundant.
- (g) In various places in the Articles of Association, the expression “undenominated capital” is being inserted as this expression is now used in the Companies Act 2014 to refer to that part of a company’s issued share capital that is not represented by the nominal value paid up on issued shares.
- (h) In various places in the Articles of Association, the expression “statutory financial statements” is being inserted as this expression is now used in the Companies Act 2014 and replaces the term “accounts” – the new expression includes a balance sheet, a profit and loss account and other statements and notes.
- (i) Article 57 is being amended to make clear that the appointment or re-appointment of the Auditors at general meetings is subject to Sections 380 and 382 to 385.
- (j) Article 60(B) is being amended in order to ensure that it will be consistent with Section 181 which specifies what the notice of an annual general meeting should contain. Article 60(C) is being amended to reflect the fact that, under Regulation 15 of the Companies Act 1990 (Uncertificated Securities) Regulations 1996 (as amended), the relevant date determined by the Directors may not be more than 7 days before the day that the notices of the meeting are given.
- (k) Article 61 is being amended in order to ensure that it will be consistent with those provisions of Section 191 that regulate the length of notice required before a resolution may be proposed at a meeting as a special resolution.
- (l) Article 64 is being amended in order to ensure that it will be consistent with Section 186 which specifies what constitutes the ordinary business of the Company’s annual general meeting.
- (m) Article 83 is being supplemented to make it clear that the Directors’ approval of the instrument of proxy is subject to the requirements of the Companies Act 2014.
- (n) Article 86 is being amended to reflect the provisions of Section 183(10), which allows notices of the revocation of a proxy to be delivered right up to the commencement of the meeting.
- (o) Article 90 is being supplemented to make it clear, as would be conventional, that this Article deals with the ordinary remuneration of the Directors’ only (i.e. directors’ fees excluding remuneration of any executive directors).
- (p) In Article 97, the word “extended” has been deleted for consistency with Section 146(3).
- (q) Section 228(1)(d) is a new restriction regarding the use of company property by directors but is not intended to change the applicable law. A new Article 91(B) is therefore being adopted in order to ensure that Directors can continue to use Company property, subject to such conditions as may be approved or delegated by the Board.
- (r) Sections 228(1)(e) and 228(2) are entirely new provisions but are not intended to change the law on directors’ duties. It is proposed therefore to include a new Article 113 (H) in order to make it clear that Section 228(1)(e) will not restrict anything that may be done by any Director in accordance with the authorisation of the Board or a Board committee.
- (s) Article 146 is being amended in order to reflect the new requirements regarding the maintenance of accounting records set out in Chapter 2 of Part 6 of the Companies Act 2014.
- (t) Under Article 148, the directors or a company may use the power provided for in the Companies Act 2014 to send shareholders summary financial statements in lieu of the full statutory financial statements of the company. Article 148 has been amended to provide that, where the Directors elect to do so, any shareholder may request a full copy of the financial statements of the Company to be sent to him or her.

- (u) Article 160 is being amended to provide that the Secretary (together with any other person entitled to receive notice under the Companies Act 2014) is entitled to receive notice of general meetings as provided for by Section 180(1)(d) of the Companies Act 2014 . Article 64 is being amended to ensure that it will be consistent with Section 186 which specifies what constitutes the ordinary business of the company's annual general meeting.

Other Amendments: payment of dividends and directors' indemnity and insurance

Two additional changes are provided for in the revised Articles of Association to bring the Articles of Association into line with best practice for listed companies such as the Company:

- (a) Article 142 of the Articles deals with payment of dividends and other cash payments by the Company. The provisions of Article 142 reflect the fact that, when adopted, cheques were the predominant method for payment of dividends and such other payments. (The methods for payment of dividends currently specified in Article 142 of the Articles are limited to bank transfer and cheque, warrant or similar instrument, with electronic payment through CREST identified as a possible payment medium.) However, payment by cheque is no longer the preferred option for many shareholders or issuers, with many shareholders now preferring electronic payment.

The Directors consider that it is appropriate that the Articles provide sufficient flexibility to allow different methods of distribution, to allow the Company to decide which method is to be used and to allow the directors to treat a dividend as unclaimed if relevant account or other prescribed details are not provided. The proposal is in line with best practice and the 2014 recommendations of the ICSA Registrars Group in the UK. The suggested changes to Article 142 would, in order to give the Company more power and flexibility to determine payment methods, allow the Company to be able to specify which payment methods are to be mandatory for the payment of its dividends or interest (e.g. the Company can choose the default payment mechanism of dividends or interest or can choose a different default for CREST holders and non CREST holders) and determine which distribution methods will be used without the need to change its articles of association (e.g. the Company could make payment of dividends or interest through any electronic method determined by the Board.)

- (b) Article 164 deals with indemnification of the Directors and other officers of the Company. Section 235 of the Companies Act 2014 limits the ability of an Irish company, such as the Company, to indemnify its directors and prescribed other officers against liability which would otherwise attach to him or her in respect of negligence, default, breach of duty or breach of trust. Article 164 provides that every Director or other officer of the Company shall be entitled to be indemnified by the Company against certain liabilities incurred by him or her. Consistent with Section 235, it is proposed that Article 164 be amended, as would be conventional for Irish companies, to clarify that, subject to the Irish legislative restrictions, every Director or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties. Consistent with Section 235, it is also proposed that a new Article 165 be included clarifying, as would be conventional for Irish companies, that the Directors have the power to purchase D&O insurance for its directors and other officers to the extent permitted by law.

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 3 May 2016 (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 2016 Annual General Meeting, including proxy forms, are available from 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. 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 24 March 2016 (being the latest practicable date prior to publishing of this notice of Annual General Meeting) is 177,355,365. 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 1107 of the Companies Act 2014, 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 2016 Annual General Meeting, the latest date for submission of such requests is 24 March 2016 (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 lorcan.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 2016 Annual General Meeting, the latest date for submission of such requests is 24 March 2016 (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.

Any requested item must not be defamatory of any person.

