

The Chairman of Kingspan Group plc invites you to attend the Annual General Meeting of the Company to be held at **The Herbert Park Hotel, Ballsbridge, Dublin 4, Ireland** on Thursday, 27 April 2017 at 10.00am.

Shareholder Reference Number

## Form of Proxy - Annual General Meeting ('AGM') of Kingspan Group plc to be held on 27 April 2017



Cast your Proxy online...It's fast, easy and secure!

[www.eproxyappointment.com](http://www.eproxyappointment.com)

You will be asked to enter the Control Number, Shareholder Reference Number (SRN) and PIN shown opposite and agree to certain terms and conditions.

Control Number: 914199

SRN:

PIN:



View the Annual Report and Notice of Meeting online: [www.kingspan.com/agm2017](http://www.kingspan.com/agm2017)

To submit a question in advance of the AGM, send your email to: [agm@kingspan.com](mailto:agm@kingspan.com)

To be effective, all proxy appointments must be lodged with the Company's Registrar at:

Computershare Investor Services (Ireland) Limited, P.O. Box 954, Heron House, Corrig Road, Sandyford Industrial Estate, Dublin 18 or through the voting website, see above, by Tuesday, 25 April 2017 at 10.00am.

### Explanatory Notes:

- Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote on their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). A Shareholder may appoint more than one proxy to attend and vote at the meeting provided each proxy is appointed to exercise rights attached to different shares held by that Shareholder. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Where a poll is taken at the AGM, a Shareholder, present in person or proxy, holding more than one share is not required to cast all their votes in the same way.
- To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar's helpline on +353 1 447 5103 or you may photocopy **the reverse only** of this form. Please indicate in the box next to the proxy holder's name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
- To be effective, the completed Form of Proxy together with any power of attorney or other authority under which it is executed, or a notorially certified copy thereof, must be deposited with the Registrar of the Company before the deadline set out above. A Shareholder wishing to appoint a proxy by electronic means may do so on the Registrar's website [www.eproxyappointment.com](http://www.eproxyappointment.com). Details of the requirements are set out in the box above. A Shareholder who wishes to appoint more than one proxy by electronic means must contact the Registrars by sending an email to [clientservices@computershare.ie](mailto:clientservices@computershare.ie)
- The 'Vote Withheld' option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
- Pursuant to Section 1095 of the Companies Act 2014 and regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the date of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 10.00am on Tuesday 25 April 2017. 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 issuer's agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996.
- The above is how your address appears on the Register of Members. If this information is incorrect please ring the registrar's helpline on +353 1 447 5103 to request a change of address form or go to [www.investorcentre.com/ie](http://www.investorcentre.com/ie) to use the online Investor Centre service.
- Any alterations made to this form should be initialled.
- The appointment of a proxy will not preclude a member from attending the meeting and voting in person.

**Kindly Note:** This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.

#### All Holders

# Poll Card

To be completed **only** at the AGM if a Poll is called.

Ordinary Business	Vote		
	For	Against	Withheld
1. To adopt the Financial Statements.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the report of the Remuneration Committee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. (a) To re-elect Eugene Murtagh as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) To re-elect Gene M. Murtagh as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) To re-elect Geoff Doherty as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) To re-elect Russell Shiels as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) To re-elect Peter Wilson as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) To re-elect Gilbert McCarthy as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) To re-elect Helen Kirkpatrick as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) To re-elect Linda Hickey as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(i) To re-elect Michael Cawley as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	Vote		
	For	Against	Withheld
(j) To re-elect John Cronin as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(k) To re-elect Bruce McLennan as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the directors to fix the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Business</b>			
6. Increase in authorised share capital.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To authorise the directors to allot securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Dis-application of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Additional 5% disapplication of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Purchase of company shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Re-issue of treasury shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To approve the convening of certain EGMs on 14 days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Adopt new Performance Share Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature \_\_\_\_\_

## Form of Proxy

Please use a **black** pen. Mark with an **X** inside the box as shown in this example.



You can also instruct your proxy not to vote on a resolution by inserting an "X" in the vote withheld box.

I/We hereby appoint the Chairman of the Meeting OR the following person

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Please leave this box blank if you have selected the Chairman. Do not insert your own name(s).

as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement\* on my/our behalf on any matter at the Annual General Meeting of Kingspan Group plc to be held at **The Herbert Park Hotel, Ballsbridge, Dublin 4, Ireland** on Thursday, 27 April 2017 at 10.00am, and at any adjournment thereof.

I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an X in the appropriate box.

\* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

Ordinary Business	Vote		
	For	Against	Withheld
1. To adopt the Financial Statements.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a final dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the report of the Remuneration Committee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. (a) To re-elect Eugene Murtagh as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) To re-elect Gene M. Murtagh as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) To re-elect Geoff Doherty as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) To re-elect Russell Shiels as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) To re-elect Peter Wilson as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) To re-elect Gilbert McCarthy as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) To re-elect Helen Kirkpatrick as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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(i) To re-elect Michael Cawley as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	Vote		
	For	Against	Withheld
(j) To re-elect John Cronin as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(k) To re-elect Bruce McLennan as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To authorise the directors to fix the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Business</b>			
6. Increase in authorised share capital.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To authorise the directors to allot securities.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Dis-application of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Additional 5% disapplication of pre-emption rights.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Purchase of company shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Re-issue of treasury shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To approve the convening of certain EGMs on 14 days' notice.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. Adopt new Performance Share Plan.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

I/we direct my/our proxy to vote on the resolutions proposed at the Meeting as indicated on this form. Where no instruction appears above as to how the proxy should vote the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

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Date

DD / MM / YY

In the case of a body corporate, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).