

# Kingspan Group Plc

## 2019 Annual General Meeting

All resolutions proposed at the Annual General Meeting of the Company held on the 3 May 2019 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 %
01, TO ADOPT FINANCIAL STATEMENTS	For	139,310,651	99.42
	Against	487,918	0.35
	Votes Withheld	59,738	0.00
	Discretion	326,817	0.23
02, DECLARE A FINAL DIVIDEND	For	139,491,631	99.51
	Against	366,339	0.26
	Votes Withheld	1,817	0.00
	Discretion	325,337	0.23
03A, RE-ELECT EUGENE MURTAGH	For	111,109,637	83.42
	Against	21,761,534	16.34
	Votes Withheld	6,989,616	0.00
	Discretion	324,337	0.24
03B, RE-ELECT GENE M. MURTAGH	For	124,341,558	89.34
	Against	14,511,025	10.43
	Votes Withheld	1,008,204	0.00
	Discretion	324,337	0.23
03C, RE-ELECT GEOFF DOHERTY	For	125,183,403	89.44
	Against	14,459,658	10.33
	Votes Withheld	216,526	0.00
	Discretion	325,537	0.23
03D, RE-ELECT RUSSELL SHIELS	For	123,004,333	87.88
	Against	16,638,728	11.89
	Votes Withheld	216,726	0.00
	Discretion	325,337	0.23
03E, RE-ELECT PETER WILSON	For	124,460,035	88.92
	Against	15,183,026	10.85
	Votes Withheld	216,526	0.00
	Discretion	325,537	0.23
03F, RE-ELECT GILBERT MCCARTHY	For	124,478,588	88.93
	Against	15,164,473	10.83
	Votes Withheld	216,726	0.00
	Discretion	325,337	0.23
03G, RE-ELECT LINDA HICKEY	For	116,661,554	86.94
	Against	17,199,163	12.82
	Votes Withheld	6,000,070	0.00
	Discretion	324,337	0.24

03H, RE-ELECT MICHAEL CAWLEY	For Against Votes Withheld Discretion	106,160,699 18,808,362 14,870,526 325,537	84.73 15.01 0.00 0.26
03I, RE-ELECT JOHN CRONIN	For Against Votes Withheld Discretion	115,717,031 17,878,384 6,264,172 325,537	86.41 13.35 0.00 0.24
03J, RE-ELECT BRUCE MCLENNAN	For Against Votes Withheld Discretion	135,974,090 3,109,931 775,205 325,898	97.54 2.23 0.00 0.23
03K, RE-ELECT JOST MASSENBERG	For Against Votes Withheld Discretion	135,904,730 3,179,352 774,205 326,837	97.48 2.28 0.00 0.23
04, REMUNERATION OF AUDITORS	For Against Votes Withheld Discretion	136,739,573 3,114,397 4,517 326,637	97.55 2.22 0.00 0.23
05, NON-EXEC DIRECTORS' FEES	For Against Votes Withheld Discretion	138,409,561 1,440,168 8,758 326,637	98.74 1.03 0.00 0.23
06, RECEIVE POLICY ON DIRECTORS' REMUNERATION	For Against Votes Withheld Discretion	103,232,183 31,261,693 5,359,111 332,137	76.57 23.19 0.00 0.25
07, RECEIVE REPORT ON REMUNERATION COMMITTEE	For Against Votes Withheld Discretion	126,431,153 7,708,472 5,718,862 326,637	94.02 5.73 0.00 0.24
08, DIRECTORS TO ALLOT SECURITIES	For Against Votes Withheld Discretion	132,343,672 7,488,870 20,945 331,637	94.42 5.34 0.00 0.24
09, DIS-APPLICATION OF PRE-EMPTION RIGHT	For Against Votes Withheld Discretion	138,119,384 943,591 790,312 331,837	99.09 0.68 0.00 0.24
10, ADDITIONAL 5% DISAPPLICATION OF PRE-EMPTION RIGHT	For Against Votes Withheld Discretion	138,030,731 1,036,044 786,512 331,837	99.02 0.74 0.00 0.24
11, PURCHASE OF COMPANY SHARES	For Against Votes Withheld Discretion	139,054,766 795,080 8,641 326,637	99.20 0.57 0.00 0.23

12, REISSUE OF TREASURY SHARES	For	139,721,528	99.67
	Against	135,059	0.10
	Votes Withheld	1,600	0.00
	Discretion	326,937	0.23
13, APPROVE EGM ON 14 DAYS NOTICE	For	130,781,921	93.73
	Against	8,418,201	6.03
	Votes Withheld	658,365	0.00
	Discretion	326,637	0.23

\*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".