



Letter from the Chairman and Notice of Annual General Meeting

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.

Notice of the Annual General Meeting of Kingspan Group plc to be held on Friday 30 April 2021 at 10:00 a.m. at IKON, Dublin Road, Kingscourt, Co. Cavan, A82 XY31, Ireland is set out in this document.

COVID-19 restrictions

The Company plans to conduct the Annual General Meeting in accordance with the Irish Government's COVID-19 related public health measures and public health advice. Shareholders should expect the meeting to take place under constrained circumstances and are strongly recommended to vote by proxy or through the Virtual Meeting Platform (as described below). The Company will ensure that all legal requirements of the meeting, in accordance with its Articles of Association, are satisfied with the minimum necessary quorum of three shareholders and physical distancing measures will be in place. The Company reserves the right to refuse entry to the meeting where reasonably necessary to comply with the COVID-19 related public health measures and advice. The Company will continue to closely monitor the developing situation around COVID-19 as well as any further advice from the Irish Government. If it becomes necessary to amend the arrangements for the Annual General Meeting, as much notice as possible will be given to shareholders via RNS announcement.

Instructions for accessing the Virtual Meeting Platform

Shareholders will be given the opportunity to remotely access the AGM, ask questions and vote at the AGM via a virtual meeting platform provided by Lumi AGM UK Limited (the **"Virtual Meeting Platform"**).

Shareholders can access the Virtual Meeting Platform via a mobile web client, which is compatible with the latest browser versions of Chrome, Firefox, Internet Explorer 11 (Internet Explorer v. 10 and below are not supported), Edge and Safari and can be accessed using any web browser, on a PC or smartphone device. To remotely attend and/or vote using this method, please go to <https://web.lumiagm.com>.

Once you have accessed <https://web.lumiagm.com> from your web browser you will be asked to enter the Lumi Meeting ID which is 109-082-236. You will then be prompted to enter your unique shareholder reference number ("SRN") and PIN. These can be found printed on the Forms of Proxy. Access to the Meeting will be available from 9.45 a.m. on 30 April 2021, as further detailed below.

There is no requirement for Shareholders (registered members) to give notice of their intention to access the AGM. However, persons appointed as a proxy or corporate representative for a Shareholder and wishing to access the AGM should contact Computershare before 9.30 a.m. on 29 April 2021 by emailing clientservices@computershare.ie for unique log-in credentials.

Persons who hold interests in Kingspan shares through the Euroclear Bank system or as CREST depository interests ("CDIs") through the CREST system, wishing to access the AGM through the Virtual Meeting Platform, should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments for the AGM through the respective systems.

The AGM will be broadcast in audio format. Once logged in, and from the commencement of the AGM, Shareholders will be able to listen to the proceedings of the meeting on their device.

Access to the AGM will be available from 9.45 a.m. on 30 April 2021, although the voting functionality will not be enabled until the Chairperson of the relevant Meeting declares the poll open.

Once the Chairperson has formally opened the Meeting, he will explain the voting procedure. Voting will be enabled on all resolutions on the Chairperson's instruction. This means that attendees may, at any time while the poll is open, vote electronically on any or all of the Resolutions. Resolutions will not be put forward separately. Once the Resolutions have been proposed, they will appear along with the voting options available. Select the option that corresponds with how you wish to vote, "FOR", "AGAINST" or "WITHHELD". Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – there is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice, if you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chairperson announces its closure at the end of the relevant Meeting.

Questions on the day can be submitted either as text via the Lumi messaging function or verbally via the teleconference. Details of how to access the teleconference will be provided on the day of the annual general meeting once you are logged into the Lumi platform. Questions will be moderated before being sent to the Chair. This is to avoid repetition and ensure the smooth running of the meeting. If multiple questions on the same topic are received, the Chair may choose to provide a single answer to address shareholder queries on the same topic.

During the AGM, you must ensure that you are connected to the internet at all times in order to vote when the Chairperson commences polling. Therefore, it is your responsibility to ensure connectivity for the duration of the relevant Meeting via your internet connection. The Virtual Meeting Guide contains further information on remotely accessing and participating in the Meetings via the Virtual Meeting Platform and is available on the Company's website at www.kingspan.com/AGM2021.

Proxy appointment

A Form of Proxy for use at the Annual General Meeting is enclosed. If you wish to validly appoint a proxy, the Form of Proxy must be completed, signed and returned in accordance with the instructions printed thereon to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, as soon as possible and, in any event, so as to be received no later than 10.00 a.m. on Wednesday, 28 April 2021.

Alternatively, electronic proxy appointment is also available for the Annual General Meeting. This facility enables shareholders to appoint a proxy by electronic means by logging on to www.eproxyappointment.com. To appoint a proxy on this website, shareholders need to enter a Control Number, a Shareholder Reference Number (SRN), a PIN and agree to the terms and conditions specified by the Company's Registrar. The Control Number, the Shareholder Reference Number (SRN) and PIN can be found on the top of the Form of Proxy.

To the Shareholders, Kingspan Group plc

22 March 2021

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 Friday 30 April 2021 at IKON, Dublin Road, Kingscourt, Co. Cavan, A82 XY31, Ireland at 10:00 a.m.

The resolutions to be proposed at the forthcoming AGM are set out on pages 5-10 of this Notice, with further explanatory notes set out on pages 11-16.

In the face of the global pandemic that took hold and defined the year that was 2020, Kingspan's business and employees globally demonstrated remarkable resilience and delivered a solid result. Full year revenue was down 2% to €4.576m, whilst trading profits were up 2% to €508.2m. For further details, I would encourage all Shareholders to read the Company's Business & Strategic Review for 2020 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 20.6 cent per share which, if approved at the Annual General Meeting, will give a total dividend for the year of 20.6 cent. No interim dividend was declared during the year.

Details of each of the Directors who are offering themselves for re-election by the Shareholders are set out in Resolution 3 of the Notice, and 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. Bruce McLennan will not be seeking re-election at the AGM, and I would like to thank him for his contribution to Kingspan over the past six years. As indicated in last year's Annual Report, I will be stepping down as Chairman and non-executive director of Kingspan with effect from the conclusion of this year's Annual General Meeting. I have greatly enjoyed my 55-year journey with Kingspan. Today, the business is in a very strong position to build upon its four strategic pillars of: Innovation, Planet Passionate, Globalisation & Completing the Envelope, under the guidance of its excellent management team, and with the benefit of its strong balance sheet. I am confident that its governance is in safe hands with Jost Massenberg as Non-Executive Chairman, and I wish him well in his new role.

During the year the Remuneration Committee maintained engagement with shareholders and reflected on their feedback, details of which are set out in the Report of the Remuneration Committee.

The other items of special business at the AGM (Resolutions 7 to 12) relate to the share capital of the Company and the renewal of authorities previously given for a further 12 month period, and renewal of authority to convene certain general meetings on 14 clear days' notice. These are matters which are standard for most public companies.

Your participation at the AGM is important for the Company, and I would encourage every Shareholder to complete and return a form of proxy or make an electronic proxy appointment appointing the Chairman of the meeting as their proxy. This will ensure that your vote will be counted even though you may be unable to attend due to public health restrictions. The appointment of a proxy will not prevent a member attending the AGM through the Virtual Meeting Platform and voting in person if the member wishes to do so. Details of how you can vote, 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.

This will also be the Company's first AGM since migration of the holding and settlement of uncertificated shares in the Company from CREST to the Euroclear Bank system which occurred on 15 March 2021. I would urge those of you who hold interests in Kingspan shares directly through the Euroclear Bank system or as CDIs through the CREST system to consult with your stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments or voting instructions for the AGM. These processes and timelines will differ from the comparable processes and timelines that applied in CREST.

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

Notice of Annual General Meeting ("AGM")

Notice is hereby given that the Annual General Meeting of Kingspan Group plc will be held at IKON, Dublin Road, Kingscourt, Co. Cavan, A82 XY31, Ireland at 10:00 a.m. on Friday 30 April 2021 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 2020.

2. Dividend

To declare a final dividend for the year ended 31 December 2020 of 20.6 cent per share.

3. Election of directors

- 3(a) To re-elect Gene M. Murtagh as a director.
- 3(b) To re-elect Geoff Doherty as a director.
- 3(c) To re-elect Russell Shiels as a director.
- 3(d) To re-elect Gilbert McCarthy as a director.
- 3(e) To re-elect Linda Hickey as a director.
- 3(f) To re-elect Michael Cawley as a director.
- 3(g) To re-elect John Cronin as a director.
- 3(h) To re-elect Jost Massenberg as a director.
- 3(i) To re-elect Anne Heraty as a director.

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

4. Auditors' remuneration

To authorise the directors to fix the remuneration of the auditors for the year ending 31 December 2021.

As special business:

5. Report of the Remuneration Committee

To receive and consider the Remuneration Committee's report on directors' remuneration that is set out in the Annual Report for the year ended 31 December 2020.

6. Non-executive directors' fees

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

That the aggregate ordinary remuneration permitted to be paid to the non-executive directors be and is hereby fixed in accordance with Article 90 of the Company's Articles of Association at an amount not exceeding €975,000 per annum.

7. Allotment of shares

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

NOTICE OF ANNUAL GENERAL MEETING ("AGM") (continued)

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 aggregate nominal amount of €7,872,208. 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 30 July 2022 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.

8. Dis-application of pre-emption rights in respect of up to 5% of the Company's issued share capital

Subject to the passing of Resolution 7, 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) for cash pursuant to the authority conferred by Resolution 7 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 (otherwise than under paragraph (a) above) 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 30 July 2022 (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.

9. Dis-application of pre-emption rights in respect of an additional 5% of the Company's issued share capital

Subject to the passing of Resolution 7, to consider and, if thought fit, to pass as a Special Resolution:

That the directors be and are hereby empowered, in addition to any such power granted under Resolution 8, 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) for cash pursuant to the authority conferred by Resolution 7 above as if subsection (1) of the said Section 1022 did not apply to any such allotment provided that this power shall be:

- (a) limited 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
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the UK Pre-Emption Group prior to the date of this notice,

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 30 July 2022 (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.

10. 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 (trading as Euronext Dublin) at the time the purchase is carried out,

where the average market value of a Share for the purpose of subparagraph (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 Euronext Dublin 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 (trading as Euronext Dublin) 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 closing prices 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.

11. Treasury shares

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

That, subject to the passing of Resolution 10, for the purposes of Sections 109 and 1078 of the Companies Act 2014, the re-allotment 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-allotted off-market shall be as follows:

- (a) the maximum price at which a Treasury Share may be re-allotted 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-allotted off-market shall be the nominal value of the share where such share is re-allotted under an employees’ share scheme (as defined by Section 64 of the Companies Act 2014) operated by the Company and, in all other cases, 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-allotted as determined from the information published in the Euronext Dublin Daily Official List reporting the business done on each of those five business days:

- (i) if there shall be more than one dealing reported for the day, the average of the prices at which such dealings took place; or
- (ii) if there shall be only one dealing reported for the day, the price at which such dealing took place; or

- (iii) 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 (trading as Euronext Dublin) 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.

12. 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

22 March 2021

Kingspan Group plc
Registered Office: Dublin Road, Kingscourt, Co. Cavan, Ireland, A82 XY31
Telephone: +353 (0)42 969 8000
Email: agm@kingspan.com;
Internet: 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 2020. 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 2020 of 20.6 cent per share. If approved, the final dividend will be paid (subject to Irish withholding tax rules) on 7 May 2021 to shareholders on the register at close of business on 26 March 2021.

Resolution 3: 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.

Chief Executive Officer

Gene M. Murtagh Gene Murtagh is the Group Chief Executive Officer. He was appointed to the Board in November 1999.

(Age 49)
Ireland

Relevant skills & experience: Gene joined the Group in 1993 and was appointed CEO in 2005. He was previously the Chief Operating Officer from 2003 to 2005, and prior to that he was managing director of the Group's Insulated Panel business and of the Water & Energy business. He leads the development of the Group's strategy and has a deep knowledge of all of the Group's businesses and the wider construction materials industry.

Committee Membership: Nomination & Governance.

Executive directors

Geoff Doherty Geoff Doherty is the Group Chief Financial Officer. He joined the Group, and was appointed to the Board, in January 2011.

(Age 49)
Ireland

Relevant skills & experience: Prior to joining Kingspan Geoff 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 management in an international manufacturing environment.

NOTES ON RESOLUTIONS (continued)

Russell Shiels

Russell Shiels is President of Kingspan's Insulated Panels business in the Americas as well as Kingspan's global Data & Flooring business. He joined the Board in December 1996.

(Age 59)
United States
of America

Relevant skills & experience: Russell 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 Europe. He brings to the Board his particular knowledge of the building envelope market in the Americas, as well as his understanding of the office and data centre market globally.

Gilbert McCarthy

Gilbert McCarthy is Managing Director of the Group's Insulated Panels businesses in the UK, Ireland, Western Europe, Middle East and Australasia. He was appointed to the Board in September 2011.

(Age 49)
Ireland

Relevant skills & experience: Gilbert 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.

Non-executive directors

Linda Hickey

Linda Hickey was appointed to the Board in June 2013, and is appointed as the Senior Independent Director.

(Age 59)
Ireland
Independent

Relevant skills & experience: Linda was previously the Head of Corporate Broking at Goodbody Capital Markets where she worked closely with multi-national corporates and the investor community. Prior to that Linda worked at NCB Stockbrokers in Dublin and Merrill Lynch in New York. Her considerable knowledge and experience of capital markets and corporate governance provide important insights to the Board.

Qualifications: B.B.S.

External appointments: Chair of the board of the Irish Blood Transfusion Service, and non-executive director of Cairn Homes plc and Greencore Group Plc.

Committee Membership: Remuneration (Chair), Senior Independent Director.

Michael Cawley Michael Cawley was appointed to the Board in May 2014.

(Age 66)
Ireland
Independent

Relevant skills & experience: Michael is a chartered accountant, and was formerly Chief Operating Officer & Deputy Chief Executive of Ryanair. His extensive international financial and business experience as well as his role on other audit committees are an asset to the Board and to the Audit Committee.

Qualifications: B. Comm., F.C.A.
External appointments: Chairman of Hostelworld Group plc, and non-executive director of Flutter Entertainment plc and Ryanair Holdings plc.
Committee Membership: Audit & Compliance (Chair), Remuneration.

John Cronin John Cronin was appointed to the Board in May 2014.

(Age 61)
Ireland
Independent

Relevant skills & experience: John is a qualified solicitor, and was previously a partner and former chairman of McCann FitzGerald. He has more than 30 years' experience in corporate, banking, structured finance and capital markets matters. He is a member of the International Bar Association, and is a past President of the British Irish Chamber of Commerce. His valuable legal, corporate governance and capital markets experience brings a unique perspective to the Board.

Qualifications: B.A. (Mod) Legal Science, Solicitor in Ireland and England & Wales.
External appointments: Non-executive director of the Dublin Theatre Festival Limited.
Committee Membership: Nomination & Governance.

Dr Jost Massenberg Jost Massenberg was appointed to the Board in February 2018.

(Age 64)
Germany
Independent

Relevant skills & experience: Jost is the former Chief Executive Officer of Benteler Distribution International GmbH, and prior to that he was the Chief Sales Officer and a member of the executive board of ThyssenKrupp Steel Europe AG. His more than 30 years' industry experience in European steel and major manufacturing businesses, as well as his broad experience as a chairman and non-executive director of large private companies, are of enormous benefit to the Board.

Qualifications: PhD Business Admin.
External appointments: Chairman of VTG Aktiengesellschaft, and a Non-executive director in a number of large private companies.
Committee Membership: Nomination & Governance.

Anne Heraty Anne Heraty was appointed to the Board in August 2019.

(Age 60)
Ireland
Independent

Relevant skills & experience: Anne is the founder and Chief Executive Officer of Cpl Resources plc. She has over 20 years' experience running an international recruitment and outsourcing business and is currently on the Board of IBEC, having previously held a number of other public and private non-executive directorships, and brings this broad business and entrepreneurial experience to the Board.

Qualifications: B.A. in Mathematics & Economics.
External appointments: Cpl Resources plc.
Committee Membership: Audit & Compliance.

Resolution 4: Auditors' remuneration

The directors are seeking to renew their authority to fix the remuneration of the auditors for the year ending 31 December 2021.

Resolution 5: Report of the Remuneration Committee

The Report of the Remuneration Committee is contained in the Annual Report which is available on www.kingspan.com. This is an advisory resolution, and is not binding on the Company and is being put to shareholders in accordance with section 1110N of the Irish Companies Act 2014.

Resolution 6: Remuneration of non-executive directors

The Articles of Association require the Company to establish, with shareholder approval, a maximum annual limit on the ordinary remuneration (i.e., directors' fees, not including executive remuneration) payable to the non-executive directors.

The Company attaches particular importance to the knowledge and breadth of experience that non-executive directors bring to the Board, and so the directors propose to seek, at the forthcoming Annual General Meeting, shareholder approval to set the ceiling on the directors' ordinary remuneration at €975,000 (from the current limit of €800,000 that was last set in 2019). The limit will provide the Company with the flexibility necessary to maintain fees at a level which reflects the increasing responsibilities and time commitments of the non-executive directors and to make additional non-executive appointments, should this be desirable.

Resolution 7: Allotment of shares

Shareholders are being asked to renew, until the Annual General Meeting in 2022, the usual annual authority of the directors to allot shares in the Company up to an aggregate amount equal to approximately 33 $\frac{1}{3}$ % of the issued ordinary share capital of the Company (excluding treasury shares) as at 8 March 2021 (being the latest practicable date prior to publishing this notice). The Company holds 1,784,219 ordinary shares in treasury representing 0.98% of the total ordinary shares in issue (excluding treasury shares). 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 8: Disapplication of pre-emption rights in respect of up to 5% of the Company's issued share capital

Shareholders are being asked to renew, until the Annual General Meeting in 2022, 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 currently have no intention to allot such shares at the present time and will exercise this power only if they consider this to be in the best interests of shareholders generally at that time.

Resolution 9: Disapplication of pre-emption rights in respect of an additional 5% of the Company's issued share capital

In addition, shareholders are being asked to renew, until the Annual General Meeting in 2022, the directors' authority, in certain limited circumstances, to allot equity securities for cash without first being required to offer such shares to the existing shareholders in accordance with statutory pre-emption provisions.

The disapplication of pre-emption rights in respect of a further 5% of the Company's issued share capital in addition to the power proposed to be granted pursuant to Resolution 8 reflects the guidance from the UK Pre-Emption Group's revised Statement of Principles published on 12 March 2015 (the Statement of Principles) and the Guidance issued by the Pre-Emption Group on 5 May 2016. Apart from in connection with rights issues and other pre-emptive offers, the power will be limited to the allotment of equity securities for cash up to an aggregate of 5% of the nominal value of the Company's issued ordinary share capital provided that the power can only be used in connection with the financing or refinancing of an acquisition or specified capital investment (within the meaning of the Statement of Principles). Any such refinancing must be within six months of the original transaction. The directors will have due regard to the Statement of Principles in relation to any exercise of this power and will exercise this power only if they consider this to be in the best interests of shareholders generally at that time. The directors have no current intention to exercise this power.

Resolution 10: Purchase of own shares

Shareholders are being asked to provide, until the Annual General Meeting in 2022, 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.

There were outstanding at 8 March 2021 (being the latest practicable date prior to publishing this notice), options to subscribe for 2,033,969 ordinary shares, representing approximately 1.12% 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 1.24% of the Company's issued share capital.

Resolution 11: 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-allotment 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 (other than when re-allotted under an employees' share scheme) of 95% of that average. The directors have no current intention to re-allot such shares at the present time.

Resolution 12: General meetings

Shareholders are being asked to renew, until the Annual General Meeting in 2022, 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 Company confirms that it would only use the shorter notice period where it is merited by the purpose of the meeting, and directors consider that it is in the interests of the Company to retain this flexibility.

Kingspan Group plc

Shareholder Information

Entitlement to attend and vote

1. Only those shareholders registered on the Company's register of members at the close of business on the day before the day that falls 72 hours before the date of the AGM or, if the AGM is adjourned, at the close of business on the day before the day that falls 72 hours before the date of the adjourned AGM shall be entitled to attend and vote at the AGM or, if relevant, any adjournment thereof. Changes to entries on the Company's register of members after that time will be disregarded in determining the rights of any person to attend and vote at the AGM.

Information regarding the meeting

2. Information regarding the AGM, including the information required by Section 1103 of the Companies Act, is available from www.kingspan.com/AGM2021.

Attending in person

3. The AGM will be held at the Company's offices at IKON, Dublin Road, Kingscourt, Co. Cavan, A82 XY31, Ireland. The Company plans to conduct the AGM in accordance with the Irish Government's COVID-19 related public health measures and public health advice. Shareholders should expect the AGM to take place under constrained circumstances. The Company will ensure that all legal requirements of the meeting, in accordance with its Articles of Association, are satisfied with the minimum necessary quorum of three shareholders and physical distancing measures will be in place. The Company reserves the right to refuse entry to the meeting where reasonably necessary to comply with the COVID-19 related public health measures and advice. The Company will continue to closely monitor the developing situation around COVID-19, including the latest Government guidance, and how this may affect the arrangements for the AGM. Consequently, the AGM is subject to change, possibly at short notice. If it becomes necessary or appropriate to revise the current arrangements for the AGM, further information will be made available as quickly as possible by RNS and on our website at www.kingspan.com/AGM2021.

Instructions for Accessing the Virtual Meeting Platform

4. Shareholders will be given the opportunity to remotely access the AGM, ask questions and vote at the AGM via the Virtual Meeting Platform.
5. Shareholders can access the Virtual Meeting Platform via a mobile web client, which is compatible with the latest browser versions of Chrome, Firefox, Internet Explorer 11 (Internet Explorer v. 10 and below are not supported), Edge and Safari and can be accessed using any web browser, on a PC or smartphone device. To remotely attend and/or vote using this method, please go to <https://web.lumiagm.com>.
6. Once you have accessed <https://web.lumiagm.com> from your web browser, you will be asked to enter the Lumi Meeting ID which is 109-082-236. You will then be prompted to enter your unique Shareholder reference Number ("SRN") and PIN. These can be found printed on the Form of Proxy for use at the AGM. Access to the AGM will be available from 9.45 a.m. on 30 April 2021, as further detailed below.
7. There is no requirement for Shareholders to give notice of their intention to access

the AGM. However, persons appointed as a proxy or corporate representative for a Shareholder to access the AGM should contact Computershare before 9.30 a.m. on 29 April 2021 by emailing clientservices@computershare.ie for unique log-in credentials in order to access the AGM. Persons who hold interests in Kingspan shares through the Euroclear Bank system or as CREST depository interests ("CDIs") through the CREST system, wishing to access the AGM through the Virtual Meeting Platform, should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments for the AGM through the respective systems.

8. The AGM will be broadcast in audio format. Once logged in, and from the commencement of the AGM, Shareholders will be able to listen to the proceedings of the meeting on their device. Access to the AGM will be available from 9.45 a.m. on 30 April 2021, although the voting functionality will not be enabled until the Chairperson of the AGM declares the poll open.
9. Once the Chairperson has formally opened the AGM, he will explain the voting procedure. Voting will be enabled on all resolutions on the Chairperson's instruction. This means that attendees may, at any time while the poll is open, vote electronically on any or all of the Resolutions. Resolutions will not be put forward separately.
10. Once the Resolutions have been proposed, they will appear along with the voting options available. Select the option that corresponds with how you wish to vote, "FOR", "AGAINST" or "WITHHELD". Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received – there is no submit button. If you make a mistake or wish to change your vote, simply select the correct choice, if you wish to "cancel" your vote, select the "cancel" button. You will be able to do this at any time whilst the poll remains open and before the Chairperson announces its closure at the end of the AGM.
11. Questions on the day can be submitted either as text via the Lumi messaging function or verbally via the teleconference. Details of how to access the teleconference will be provided on the day of the annual general meeting once you are logged into the Lumi platform.
12. Questions will be moderated before being sent to the Chair. This is to avoid repetition and ensure the smooth running of the meeting. If multiple questions on the same topic are received, the Chair may choose to provide a single answer to address shareholder queries on the same topic.
13. During the AGM, you must ensure you are connected to the internet at all times in order to vote when the Chairperson commences polling. Therefore, it is your responsibility to ensure connectivity for the duration of the AGM via your internet connection. The Virtual Meeting Guide contains further information on remotely accessing and participating in the Meetings via the Virtual Meeting Platform and is available on the Company's website at <https://www.kingspan.com/AGM2021>.

Appointment of proxies

14. A shareholder (a registered member of the Company) who is entitled to attend and vote at the AGM is entitled to appoint a proxy (or more than one proxy as alternates) to attend, speak and vote instead of the shareholder (please see notes 16 to 20 below). Persons who hold their interests in ordinary shares through the Euroclear Bank system or as CREST Depository Interests should see notes 21 to 26 below and consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments and voting instructions for the AGM through the respective systems.
15. A proxy need not be a shareholder. If you wish to appoint more than one proxy please contact the Company's Registrar, Computershare Investor Services (Ireland) Limited, on +353 1 447 5103. 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 (including a substitute proxy) shall be entitled at his or her discretion and without notice to the appointing shareholder to (i) nominate and appoint any person to be a substitute proxy for him or her for any of the purposes contemplated by the Form of Proxy with liberty to revoke any such appointment at his or her discretion and/or (ii) replace such substitute proxy with any other person at his or her discretion (each of the foregoing being, a Substitute Proxy).
16. A Form of Proxy for use by shareholders is enclosed with this Notice (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 AGM and voting in person should the public health guidelines permit.
17. To be valid, a Form of Proxy and any power or other authority under which it is executed (or a duly certified copy of any such power or authority) must be returned by post to Computershare Investor Services (Ireland) Limited, PO Box 13030, Dublin 24, Ireland or (during normal business hours) by hand to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, not later than 48 hours before the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) at least 48 hours before the taking of the poll at which it is to be used.
18. In the case of a corporation, the instrument shall be executed either under its common seal or under the hand of an officer or attorney duly authorised on its behalf. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the Register of Members in respect of a joint holding. If a proxy is executed under a power of attorney or other authority, such power or authority (or a duly certified copy of any such power or authority) must be deposited with the Company with the Instrument of Proxy.

19. To appoint (or remove) a proxy electronically, log on to the website of the Registrar, Computershare Investor Services (Ireland) Limited:
www.eproxyappointment.com
To log in you will require your unique PIN (which will expire at the end of the voting period), your Shareholder Reference Number (SRN) and the Control Number, all of which are printed on the face of the accompanying Form of Proxy.
Further information for participants in the Euroclear Bank system
20. Holders of interests in Kingspan shares held through the Euroclear Bank system (other than as CDIs) are advised to consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments or voting instructions for the AGM.
Further information for CREST members with holdings of CDIs
21. Euroclear UK & Ireland Limited ("EUI"), the operator of the CREST system has arranged for holders of CDIs to issue voting instructions relating to the Company's ordinary shares via a third party service provider, Broadridge Financial Solutions Limited ("Broadridge"). CREST members can complete and submit electronic voting instructions or proxy appointment instructions electronically through Broadridge.
22. If you hold CDIs and wish to submit electronic voting instructions or proxy appointment instructions you must use the Broadridge Global Proxy Voting service. To avail of the voting service, you will need to complete the Meetings and Voting Client Set-up Form (CRT408) prescribed by Broadridge and return it with a completed application form to EUI (signed by an authorised signatory with another relevant authorised signatory copied for verification purposes) to the following email address: eui.srd2@euroclear.com. Fully completed application forms will be shared by EUI with Broadridge and Broadridge will contact you and provide information on its service and enable access to the Broadridge platform.
23. Broadridge will set a voting deadline by which time electronic voting instructions or proxy appointment instructions must be received by it for use at the AGM. Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline as set out above. Voting instructions cannot be changed or cancelled after Broadridge's voting deadline.
24. CREST members with holdings of CDIs are strongly encouraged to familiarise themselves with the new arrangements with Broadridge, including the new voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge in order that they may avail of this voting service.
Deadlines for receipt by the Company of proxy voting instructions
25. All proxy appointments and voting instructions (whether submitted directly or through the Euroclear Bank system or (via a holding of CDIs) the CREST system) must be received by the Company's registrar not less than 48 hours before the time appointed for the AGM or any adjournment of the AGM. However, persons holding through the Euroclear Bank system or (via a holding of CDIs) the CREST system will also need to comply with any additional voting deadlines imposed by their respective custodian, stockbroker or other intermediary. All persons affected are recommended to consult with their custodian, stockbroker or other intermediary at the earliest opportunity.

Issued shares and total voting rights

26. The total number of issued ordinary shares in the Company at the Latest Practicable Date is 183,450,562.
27. Voting on each of the resolutions will be decided on a poll. This means that shareholders who attend the AGM, as well as those who are not able to attend but have sent proxy forms, may have their votes taken into account according to the number of shares they hold.
28. Ordinary resolutions require a simple majority of votes cast (in person or by proxy) at the meeting to be passed. Special resolutions require the approval of 75 percent of votes cast (in person or by proxy) at the meeting to be passed.

Questions at the meeting

29. Pursuant to Section 1107 of the Companies Act, the Company must answer any question which a shareholder may ask relating to the business being dealt with at the AGM unless:
 - (a) answering the question would interfere unduly with the preparation for the AGM or the confidentiality and business interests of the Company;
 - (b) the answer has already been given on a website in a question and answer format; or
 - (c) it appears to the Chairman of the AGM 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

30. 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 2021 Annual General Meeting, the latest date for submission of such requests is 19 March 2021 (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.



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