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The Chairman of Kingspan Group plc invites you to attend the Annual General Meeting of the Company to be held at **IKON, Dublin Road, Kingscourt, Co. Cavan, A82 XY31, Ireland** on Friday, 30 April 2021 at 10.00am.

Shareholder Reference Number

C1234567890

J N T



## Form of Proxy - Annual General Meeting ('AGM') of Kingspan Group plc to be held on 30 April 2021



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: 917076

SRN: C1234567890

PIN: 1234

Lumi Virtual Meeting ID: 109-082-236



View the Annual Report and Notice of Meeting online: [www.kingspan.com/agm2021](http://www.kingspan.com/agm2021)

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, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82 or through the voting website, see above, by Wednesday, 28 April 2021 at 10.00 a.m.

### Explanatory Notes:

- Every Shareholder 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 be effective, the completed Form of Proxy together with any power of attorney or other authority under which it is executed, or a notarially 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)
- 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.
- Shareholders are strongly encouraged to submit proxy appointments and instructions for the AGM as soon as possible using any of the methods (by post or electronically) set out below. Shareholders are also strongly encouraged to appoint "the Chairperson of the meeting" as their proxy. If any other person is appointed as proxy, he or she may not, in the light of the COVID-19 circumstances, be permitted to attend the AGM in person, but will be able to attend, speak, ask questions and vote at the AGM remotely via the Virtual Meeting Platform described below.
- Shareholders will be given the opportunity to remotely access the AGM, speak, 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 above on this Form of Proxy.

Access to the Meeting will be available from 9.45 a.m. on 30 April 2021. 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](mailto:clientservices@computershare.ie) for unique log-in credentials. Shareholders accessing the AGM remotely through the Virtual Meeting Platform may vote during the AGM and may speak and ask questions. Further details on how to vote and ask questions are included in the AGM Circular and will be given during 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 appoint a proxy, submit voting instructions or 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 of the respective systems.
- 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.
- Only those Shareholders registered on the Company's register of members at the record date specified in the notice of 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.
- 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. However, shareholders are requested to refrain from attending the AGM due to the COVID-19 outbreak. The Company reserves the right to refuse entry to the meeting where reasonably necessary to comply with COVID-19 related public health measures and advice.
- If this Form of Proxy is signed and returned without any indication as to how the person appointed is to vote, the proxy will exercise discretion as to how to vote or whether to abstain from voting.
- This Form of Proxy must (i) in the case of an individual shareholder be signed (or submitted electronically) by the shareholder or his/her duly authorised attorney; or (ii) in the case of a corporate shareholder be given either under its common seal or be signed on its behalf by a duly authorised officer or attorney of the corporate shareholder (or submitted electronically).
- In the case of joint holders of Kingspan Ordinary Shares, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.

**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

MR A SAMPLE  
<Designation>  
ADDITIONAL HOLDER 1  
ADDITIONAL HOLDER 2  
ADDITIONAL HOLDER 3  
ADDITIONAL HOLDER 4

**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. (a) To re-elect Gene M. Murtagh as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) To re-elect Geoff Doherty as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) To re-elect Russell Shiels as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) To re-elect Gilbert McCarthy as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) To re-elect Linda Hickey as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) To re-elect Michael Cawley as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) To re-elect John Cronin as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) To re-elect Jost Massenber as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(i) To re-elect Anne Heraty as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business	Vote		
	For	Against	Withheld
4. To authorise the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To receive the report of the Remuneration Committee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To increase the limit for non-executive directors' fees.	<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% dis-application 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"/>

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 **IKON, Dublin Road, Kingscourt, Co. Cavan, A82 XY31, Ireland** on Friday, 30 April 2021 at 10.00 a.m., 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.



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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. (a) To re-elect Gene M. Murtagh as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(b) To re-elect Geoff Doherty as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(c) To re-elect Russell Shiels as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(d) To re-elect Gilbert McCarthy as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(e) To re-elect Linda Hickey as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(f) To re-elect Michael Cawley as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(g) To re-elect John Cronin as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(h) To re-elect Jost Massenber as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(i) To re-elect Anne Heraty as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Business	Vote		
	For	Against	Withheld
4. To authorise the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To receive the report of the Remuneration Committee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To increase the limit for non-executive directors' fees.	<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% dis-application 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"/>

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).