

KINGSPAN GROUP PLC

Nominations Committee terms of reference

1. Composition and functioning

- 1.1 The Nominations Committee ("**the Committee**") is established as a sub-committee of the Board.
- 1.2 Membership of the Committee shall comprise the Group Chairman, the Group Chief Executive Officer, and two other independent non-executive directors appointed by the Board.
- 1.3 Appointments to the Committee shall be for such period as the Board may determine, and shall automatically terminate upon the member ceasing to be a director of the Board.
- 1.4 The Board shall appoint the chair of the Committee.
- 1.5 The Secretary of the Group, or their nominee, shall be the secretary of the Committee.

2 Quorum

- 2.1 The quorum necessary for the transaction of business shall be three of which two must be non-executive directors. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
- 2.2 Any member may join in a meeting of the Committee by telephone, and any meeting of the Committee may be held by means of telephone or other similar communication whereby all persons participating in the meeting can hear each other speak; and participation in a meeting in this manner shall constitute presence in person at such meeting.
- 2.3 A resolution signed or approved in writing (or by e-mail) by all the members of the Committee shall be as effective for all purposes as a resolution passed at a meeting of the Committee duly convened and held, and may consist of several documents in the like form each signed or approved by one or more of the Directors.

3 Notice of Meetings

- 3.1 The Committee shall meet at least once a year and otherwise as required for the proper performance of its functions.
- 3.2 Meetings of the Committee shall be summoned by the secretary of the Committee at the request of any of its members, or at the request external or internal auditors if they consider it necessary.
- 3.3 Unless otherwise agreed, notice of each meeting confirming the venue, time and date, together with an agenda of items to be discussed together with supporting papers as appropriate, shall be forwarded to each member of the Committee, no later than 3 working days before the date of the meeting.

4 Minutes of Meetings

- 4.1 The Secretary shall minute the proceedings and resolutions of all Committee meetings, including the names of those present and in attendance.

- 4.2 Minutes of Committee meetings shall be circulated promptly to all members of the Committee and the Chairman of the Board and, once agreed, to all other members of the Board, unless a conflict of interest exists.

5 Duties

The Committee shall:

- 5.1 Regularly review the structure, size, composition of the Board, the functions, roles and job descriptions of the Executive Directors and such Divisional Directors as the Board agree and make recommendations to the Board with regard to any changes that are considered necessary.
- 5.2 Be responsible for identifying and nominating, for the approval of the Board, candidates to fill board vacancies as and when they arise.
- 5.3 Keep under review the leadership and management needs of the Group with a view to ensuring its continued ability to successfully grow and develop the business.
- 5.4 Put in place a process which will continually appraise and evaluate the performance of the Board, individual directors and Divisional Directors.
- 5.5 Make recommendations to the Board in relation to the re-election by members of any director retiring by rotation.
- 5.6 Regularly review the Group Structure, and Divisional structure and management and make appropriate recommendations to the Board.

6 Annual General Meeting

The Chairman of the Committee shall attend the Annual General Meeting prepared to respond to any shareholder questions on the Committee's activities.

7 Authority

- 7.1 The Committee is authorised by the Board to seek any information it requires from any employee of the Group in order to perform its duties.
- 7.2 The Committee is authorised to obtain, at the Group's expense, outside legal or other professional advice on any matters within its Terms of Reference.

Reference to "the Board" shall mean the Board of Directors of Kingspan Group plc.

Reference to "the Committee" shall mean the Nominations Committee.

Reference to "the Company" shall mean Kingspan Group plc.

Reference to "the Group" shall mean the Kingspan Group plc and its subsidiaries.

Adopted by the Board on the 30 March 2007.