
Kingspan Group plc Conflicts of Interest Policy



Purpose

Kingspan is committed to the highest levels of integrity. Directors and senior managers of Kingspan are expected to conduct their relationships with each other, the Company, and outside organisations with objectivity and honesty.

Conflicts of interest can commonly arise, and need not present a problem if they are openly and effectively managed.

The Board is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across the Company;
- monitoring compliance with this policy; and
- reviewing this policy regularly to ensure that the policy is operating effectively.

Scope

This policy applies to all directors and senior managers of the Company.

It is the personal responsibility of each director and senior manager to comply with this policy.

Conflicts

All directors and senior managers are obliged to:

- avoid conflicts of interest where possible;
- disclose ethical, legal, financial, or other conflicts of interest involving the Company; and
- remove themselves from a position of decision-making authority with respect to any conflict situation involving the Company.

We define a Conflict of Interest as:

- any interest in a proposed or existing transaction or arrangement with the Company or any Group companies (*transactional conflicts*);
- a situation in which the director or senior manager has, or may have, interest that conflict, or may possibly conflict, with the interests of the Company or any Group companies (*situational conflicts*), including:
 - a situation which has the potential to undermine the impartiality of a person because of a possible clash between the person's self-interest and their responsibility to the Company; or
 - a situation in which a person's responsibility to a third-party affects their ability to discharge their responsibility to the Company.

The conflict of interest may be either direct or indirect, and may involve the interests of the director or senior manager or a connected person or company.

Procedures

Disclosure of conflicts of interest

Once an actual, potential or perceived conflict of interest is identified, it must be entered into the Company's register of interests, as well as being raised with the Board. The register of interests is maintained by the Company Secretary, and records all information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

Managing the conflicts

Once the conflict of interest has been appropriately disclosed, the Board (excluding the disclosing director and any other conflicted person) must decide whether or not a director should:

- vote on the matter,
- participate in any debate, or
- be present during the debate and the voting.

In deciding what approach to take, the Board will consider:

- whether the conflict needs to be avoided or simply documented,
- whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making,
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the Company.

In considering the conflict of interests the Board shall have due regard to measures that may be taken to avoid or mitigate the potential conflict.

All details regarding the conflict of interest, including the action arising, will be recorded in the minutes of the meeting.

Compliance with this policy

If the Board has a reason to believe that an individual has failed to comply with this policy, it will investigate the circumstances. If it is found that such individual has failed to disclose a conflict of interest, the Board may take action against the person.

APPENDIX

The following matters are designed to assist directors to identify potential conflicts of interest for disclosure to and subsequent authorisation by the Board. It is not intended to be an exhaustive list.

- Are you a significant shareholder of Kingspan?
- Are you a director, shareholder or employee of a company which is (i) a significant shareholder in Kingspan, (ii) in partnership with Kingspan, or (iii) in a joint venture with Kingspan?
- Is any external body you are associated with a supplier, customer, competitor, banker, distributor for Kingspan?
- Are you associated with any adviser to Kingspan?
- Are you a member of any commission, regulator, government department, trade or professional body that influences government policy, standards or industry guidance affecting Kingspan?
- Are you a trustee of any of Kingspan's pension trusts?
- Are you associated with an investment organisation which as far as you are aware has a relationship with or an investment in Kingspan?
- Are you in a position that you (or a connected person or company) could make a profit as a result of a transaction with Kingspan?
- Do you know of any other circumstances that could give rise to a potential or actual conflict of interest or duties?