

# Form of Proxy

For use at extraordinary general meeting of Kingspan Group plc to be held at 10.00 a.m. on Friday, 12 February 2021 at IKON, Dublin Road, Kingscourt, Co. Cavan, A82 XY31, Ireland

MR SAM SAMPLE  
DESIGNATION (IF ANY)  
MR JOINT HOLDER 1  
ADD1  
ADD2  
ADD3  
ADD4



000001

SG328

Shareholder Reference Number

C1234567890 J N T



Form of Proxy - Extraordinary General Meeting ('EGM') of Kingspan Group plc to be held on 12 February 2021 at 10.00 a.m.



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: 916920

SRN: C1234567890

PIN: 1234

Lumi Virtual Meeting ID: 158-000-721



View the Circular and Notice of Meeting online: [www.kingspan.com/EGM2021](http://www.kingspan.com/EGM2021)

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, 10 February 2021 at 10.00 a.m.

## Explanatory Notes:

- Full details of the resolutions to be proposed at the EGM are set out, together with explanatory notes, in the notice of EGM contained in the Company's circular to shareholders dated 13 January 2021 (the "EGM Circular"). Before completing this Form of Proxy, please also read the section entitled "Action to be Taken" set out in section 5 of Part 1A of the EGM Circular.
- You can access the EGM remotely via the Virtual Meeting Platform by accessing <https://web.lumiagm.com> from your web browser or by downloading the latest version of the Lumi AGM application (the "App") onto your smartphone device. Once you have accessed <https://web.lumiagm.com> from your web browser or downloaded the App, you will be asked to enter the Lumi Meeting ID which is 158-000-721. 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 EGM via the website or App will be available from 9.45 a.m. on 12 February 2021. Please note however that your ability to vote will not be enabled until the Chairperson formally declares the poll open. If you are unable to access your SRN and PIN, please call Computershare between 9.00 a.m. and 5.00 p.m. Monday to Friday (except public holidays in Ireland) on +353 1 447 5103. Please note that calls may be monitored or recorded and Computershare cannot provide legal, tax or financial advice.
- Shareholders accessing the EGM remotely through the Virtual Meeting Platform may vote during the EGM and ask questions by typing and submitting questions in writing. Further details on how to vote and ask questions are included in the EGM Circular and will be given during the EGM.
- Entitlement to attend, speak and vote at the EGM or any adjournment thereof and the number of votes which may be cast at the EGM, will be determined by reference to the register of members of the Company at 6.00 p.m. on 10 February 2021 or, if the EGM is adjourned, 6.00 p.m. on the date which is two days before the date fixed for the adjourned meeting. Changes to the register of members after the relevant time shall be disregarded in determining the rights of any person to attend, speak and / or vote at the EGM.
- To be valid, the Form of Proxy duly completed and signed (together with any power of attorney or other authority, if any, under which it is signed, or a notorially certified copy thereof) must be returned to the Company's Registrar, Computershare Investor Services (Ireland) Limited, either (i) by post to Computershare Investor Services (Ireland) Limited at PO Box 13030, Dublin 24, Ireland in the prepaid envelope provided, or (ii) (during normal business hours only) by hand to 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, to be received not later than 10.00 a.m. on 10 February 2021 or, in the case of an adjournment of the EGM, 48 hours before the time appointed for the adjourned meeting.
- Every shareholder has the right to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote on your behalf at the EGM, provided that each proxy is appointed to exercise the rights attached to a different share or shares. Shareholders are strongly encouraged to submit proxy appointments and instructions for the EGM as soon as possible, using any of the methods (by post, online or electronically through CREST) 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 EGM in person, but will be able to attend, speak, ask questions and vote at the EGM remotely via the Virtual Meeting Platform and teleconference call as described above.
- Persons appointed as a proxy or corporate representative for a Kingspan Shareholder to attend the EGM should contact Computershare before 9.30 a.m. on 11 February 2021 by emailing [clientservices@computershare.ie](mailto:clientservices@computershare.ie) for unique log-in credentials in order to access the EGM.
- 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 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 Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- To appoint more than one proxy, additional Forms of Proxy may be obtained by contacting Computershare on +353 1 447 5103 or you may photocopy this Form of Proxy. Please indicate in the box next to the proxy holder's name 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 of Proxy must be signed and should be returned together in the same envelope.
- 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 in accordance with Note 12 below 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 accordance with Note 12 below.
- Internet Voting: If, as an alternative to submitting this Form of Proxy, you wish to appoint (or remove) a proxy electronically, you may do so, provided the appointment is received by 10.00 a.m. on 10 February 2021 (or if the EGM is adjourned, 48 hours before the time fixed for the adjourned EGM) by: (i) accessing Computershare's website at [www.eproxyappointment.com](http://www.eproxyappointment.com). You can access this site from any internet enabled computer. To log in you will require your unique PIN (which will expire at the end of the voting period), your SRN and your Control Number, all of which are shown on this Form of Proxy; or (ii) submitting the proxy appointment or instruction through CREST in the case of CREST members, CREST sponsored members or CREST members who have appointed voting service providers. Transmission of CREST proxy instructions must be done and authenticated in accordance with Euroclear UK & Ireland Limited's specifications as set out in the CREST Manual and received by Computershare under CREST Participant ID 3RA50.
- 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.
- The 'Vote Withheld' option 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.

**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 EGM if a Poll is called.

## Resolutions

1. To approve the migration of the migrating shares to Euroclear Bank's Central Securities Depository.
2. To amend and adopt the Articles of Association of the Company.
3. To authorise the Company to take all actions to implement the migration.

Vote  
For Against Withheld

☐☐☐☐☐☐☐☐☐

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

|  |  |
|--|--|
|  |  |
|--|--|

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 Extraordinary General Meeting of Kingspan Group plc to be held at **IKON, Dublin Road, Kingscourt, Co. Cavan, A82 XY31, Ireland** on Friday, 12 February 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 9 (see front).

☐ Please tick here to indicate that this proxy appointment is one of multiple appointments being made.



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Vote  
For Against Withheld

☐☐☐☐☐☐☐☐☐

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

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).

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