

KINGSPAN GROUP PLC

(the "Company")

At the Annual General Meeting of the Company held at IKON, Dublin Road, Kingscourt, Co. Cavan, A82 XY31, Ireland on the 30 April 2021, the following Resolutions were duly passed as Special Business:

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:

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 sub-paragraph (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.

For further information please contact:

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