



Letter from the Chairman and Notice of Annual General Meeting

**This document is important and
requires your immediate attention.**

If you are in any doubt as to what action you should take you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional financial adviser (being in the case of shareholders in Ireland an organisation or firm authorised or exempted pursuant to the European Communities (Markets in Financial Instruments) Regulations 2017 or the Investment Intermediaries Act 1995 and in the case of shareholders in the United Kingdom, an adviser authorised or exempted pursuant to the Financial Services and Markets Act 2000).

If you have sold or otherwise transferred all your shares please forward this document together with the form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through or by whom the sale or transfer was effected, for delivery to the purchaser or transferee.

Notice of the Annual General Meeting of Kingspan Group plc

**to be held on Friday 28 April 2023
at 9:00 a.m. at IKON, Dublin Road,
Kingscourt, Co. Cavan, A82 XY31,
Ireland is set out in this document.**

Proxy appointment

A Form of Proxy for use at the Annual General Meeting is enclosed. If you wish to validly appoint a proxy, the Form of Proxy must be completed, signed and returned in accordance with the instructions printed thereon to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, as soon as possible and, in any event, so as to be received no later than 9.00 a.m. on Wednesday, 26 April 2023.

Alternatively, electronic proxy appointment is also available for the Annual General Meeting. This facility enables shareholders to appoint a proxy by electronic means by logging on to www.eproxyappointment.com. To appoint a proxy on this website, shareholders need to enter a Control Number, a Shareholder Reference Number (SRN), a PIN and agree to the terms and conditions specified by the Company's Registrar. The Control Number, the Shareholder Reference Number (SRN) and PIN can be found on the top of the Form of Proxy.

Persons who hold interests in Kingspan shares through the Euroclear Bank system or as CDIs through the CREST system should consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy votes or voting instructions for the AGM through the respective systems.

To the Shareholders, Kingspan Group plc

16 March 2023

Notice of Annual General Meeting ("AGM")

Dear Shareholder,

I enclose for your attention Notice of the Annual General Meeting of Kingspan Group plc, and invite you to join me on Friday 28 April 2023 at IKON, Dublin Road, Kingscourt, Co. Cavan, A82 XY31, Ireland at 9:00 a.m.

The resolutions to be proposed at the forthcoming AGM are set out on pages 6-12 of this Notice, with further explanatory notes set out on pages 13-15.

2022 was a record year for Kingspan overall. With trading profits of €833m, up 10% on prior year against a backdrop of global uncertainty in many of our markets, Kingspan has continued to deliver on the four key pillars of its core strategy: Innovation, Planet Passionate, Global, and Completing the Envelope. For further details, I would encourage all shareholders to read the Company's Business & Strategic Review and the financial statements and directors' report which are contained in the 2022 Annual Report, all of which are available on www.kingspan.com. Accordingly, the Board is pleased to recommend a final dividend of 23.8 cent per share which, if approved at the Annual General Meeting, will give a total dividend for the year of 49.4 cent.

Details of each of the Directors who are offering themselves for election or re-election by the Shareholders are set out in Resolution 3 of the Notice, and a biography of each of the directors is set out in the 2022 Annual Report and on our website, www.kingspan.com. The performance of the Board is reviewed annually, and each of the directors has made a substantial contribution to the leadership and governance of the Company during the year. As previously announced, Senan Murphy was appointed as an independent non-executive director with effect from 1 October 2022 and we will welcome Louise Phelan to the Board as an independent non-executive director on conclusion of the Annual General Meeting. Following the conclusion of this year's Annual General Meeting, both Michael Cawley and John Cronin will be retiring from the Board on the expiration of their terms of office. Both Michael and John have been valued Board and committee members of the past nine years. On behalf of the Board, I would like to thank them both for their significant contributions to Kingspan during those years.

During the year the Remuneration Committee had extensive engagement with shareholders regarding the Company's remuneration policy, details of which are set out in the Report of the Remuneration Committee. In line with Kingspan's commitment to best corporate governance practices, the Report of the Remuneration Committee will be put to an advisory vote at the Annual General Meeting. The Company is also seeking to increase the aggregate ceiling on its non-executive directors' fees to provide flexibility to adjust non-executive directors' fees to reflect their increasing responsibilities and time commitments and to make additional non-executive appointments, should this be desirable.

The other items of special business at the AGM (Resolutions 7 to 12) relate to the share capital of the Company and the renewal of authorities previously given for a further 12 months period, and renewal of authority to convene certain general meetings on 14 clear days' notice. These are matters which are standard for most public companies.

Your participation at the AGM is important for the Company, and I would encourage every Shareholder to take part in the meeting, either by attending the AGM or (if you are not able to attend) by casting your vote by proxy. Details of how you can vote, either in person or by proxy, are set out on pages 16-19 of this document. You can also submit a question in advance of the AGM, by sending an e-mail to agm@kingspan.com.

Your Board believes that the resolutions to be proposed at the AGM are in the best interests of the Company and its shareholders. Accordingly, the directors unanimously recommend that shareholders vote in favour of the resolutions, as they intend to do in respect of their own beneficial holdings of shares in the Company.

Yours sincerely,

Jost Massenberg
Chairman

Notice of Annual General Meeting ("AGM")

Notice is hereby given that the Annual General Meeting of Kingspan Group plc will be held at IKON, Dublin Road, Kingscourt, Co. Cavan, A82 XY31, Ireland at 9:00 a.m. on Friday 28 April 2023 for the following purposes:

As ordinary business:

1. Financial statements

Following a review of the Company's affairs, to receive and adopt the financial statements and the reports of the directors and the auditors for the year ended 31 December 2022.

2. Dividend

To declare a final dividend for the year ended 31 December 2022 of 23.8 cent per share.

3. Election of directors

- 3(a) 20 To re-elect Jost Massenberg as a director.
- 3(b) 20 To re-elect Gene M. Murtagh as a director.
- 3(c) 20 To re-elect Geoff Doherty as a director.
- 3(d) 20 To re-elect Russell Shiels as a director.
- 3(e) 20 To re-elect Gilbert McCarthy as a director.
- 3(f) 020 To re-elect Linda Hickey as a director.
- 3(g) 20 To re-elect Anne Heraty as a director.
- 3(h) 20 To re-elect Éimear Moloney as a director.
- 3(i) 020 To re-elect Paul Murtagh as a director.
- 3(j) 020 To elect Senan Murphy as a director.

(each of which shall be proposed as a separate resolution).

4. Auditors' remuneration

To authorise the directors to fix the remuneration of the auditors for the year ending 31 December 2023.

As special business:

5. Report of the Remuneration Committee

To consider and, if thought fit, to pass as an Ordinary Resolution:

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 2022.

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 €1,250,000 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 €7,879,451. 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 28 July 2024 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 28 July 2024 (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 28 July 2024 (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 ((i), (ii) or (iii) 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

- (c) 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.

By Order of the Board
Lorcan Dowd, Company Secretary

16 March 2023

Kingspan Group plc
Registered Office: Dublin Road, Kingscourt, Co. Cavan, Ireland, A82 XY31
Telephone: +353 (0)42 969 8000
Email: agm@kingspan.com;
Internet: www.kingspan.com

Notes on Resolutions:

Resolution 1: Financial statements

The directors will present the report and accounts of the Company for the year ended 31 December 2022. A full copy of the Annual Report is available on www.kingspan.com.

Resolution 2: Final dividend

The directors are proposing a final dividend for the year ended 31 December 2022 of 23.8 cent per share. If approved, the final dividend will be paid (subject to Irish withholding tax rules) on 9 May 2023 to shareholders on the register at close of business on 14 April 2023.

Resolution 3: Election of directors

Each of the executive directors has a combination of general business skills, and experience in the construction materials market. The non-executive directors represent a diverse business background complementing the executive directors' skills. The performance of the Board is reviewed annually, and each of the directors has made a substantial contribution to the leadership and governance of the Company during the year. The biographies of each of the directors and their key strengths and relevant experience are set out the Annual Report which is available on www.kingspan.com.

Resolution 4: Auditors' remuneration

The directors are seeking to renew their authority to fix the remuneration of the auditors for the year ending 31 December 2023.

Resolution 5: Report of the Remuneration Committee

The Report of the Remuneration Committee is contained in the Annual Report which is available on www.kingspan.com. This is an advisory resolution, and is not binding on the Company and is being put to shareholders in accordance with section 1110N of the Irish Companies Act 2014.

Resolution 6: Remuneration of non-executive directors

The Articles of Association require the Company to establish, with shareholder approval, a maximum annual limit on the ordinary remuneration (i.e., directors' fees, not including executive remuneration) payable to the non-executive directors. The Company attaches particular importance to the knowledge and breadth of experience that non-executive directors bring to the Board, and so the directors propose to seek, at the forthcoming Annual General Meeting, shareholder approval to set the ceiling on the directors' ordinary remuneration at €1,250,000 (from the current limit of €975,000). The limit will provide the Company with the flexibility necessary to maintain fees at a level which reflects the increasing responsibilities and time commitments of the non-executive directors and to make additional non-executive appointments, should this be desirable.

Resolution 7: Allotment of shares

Shareholders are being asked to renew, until the Annual General Meeting in 2024, the usual annual authority of the directors to allot shares in the Company up to an aggregate amount equal to approximately 33⅓% of the issued ordinary share capital of the Company (excluding treasury shares) as at 28 February 2023 (being the latest practicable date prior to publishing this notice). The Company holds 1,758,188 ordinary shares in treasury representing 0.97% of the total ordinary shares in issue (excluding treasury shares). The directors will exercise this authority only if they consider this to be in the best interests of shareholders generally at that time. The directors currently have no intention to allot such shares at the present time.

Resolution 8: Disapplication of pre-emption rights in respect of up to 5% of the Company's issued share capital

Shareholders are being asked to renew, until the Annual General Meeting in 2024, the power of the directors to dis-apply the statutory pre-emption provisions applying to allotments of ordinary shares and other equity securities for cash in the event of a rights issue and for any other issue for cash up to an aggregate of 5% of the nominal value of the Company's issued ordinary share capital.

The Pre-emption Group's Statement of Principles, as updated in November 2022, supports the annual disapplication of pre-emption rights in respect of issues of shares and other equity securities for cash up to an aggregate of 10% of the issued ordinary capital.

The directors currently have no intention to allot such shares at the present time and will exercise this power only if they consider this to be in the best interests of shareholders generally at that time.

Resolution 9: Disapplication of pre-emption rights in respect of an additional 5% of the Company's issued share capital

In addition to the power proposed to be granted pursuant to Resolution 8, shareholders are being asked to renew, until the Annual General Meeting in 2024, the directors' additional authority, in certain limited circumstances, to allot ordinary shares and other equity securities for cash up to a further aggregate amount of 5% of the nominal value of the Company's issued ordinary share capital without first being required to offer such shares to existing shareholders in accordance with statutory pre-emption provisions.

The power will be limited to the allotment of equity securities for cash in connection with the financing or refinancing of an acquisition or specified capital investment (within the meaning of the Pre-emption Group's Statement of Principles). Any such refinancing must be within six months of the original transaction. The directors will have due regard to the Statement of Principles in relation to any exercise of this power and will exercise this power only if they consider this to be in the best interests of shareholders generally at that time. The directors have no current intention to exercise this power.

This disapplication of pre-emption rights in respect of a further 5% of the Company's issued share capital reflects the Pre-emption Group's Statement of Principles which, as updated in November 2022, supports the annual disapplication of pre-emption rights in respect of allotments of shares and other equity securities for cash up to a further aggregate amount of up to 10% of the nominal value of the Company's issued ordinary share capital (exclusive of treasury shares) to be used in connection with an acquisition or specified capital investment.

Resolution 10: Purchase of own shares

Shareholders are being asked to provide, until the Annual General Meeting in 2024, an authority for the Company, or any of its subsidiaries, to purchase up to 10% of the Company's own shares. The directors would only exercise the power to purchase the Company's own shares at price levels which they considered to be in the best interests of shareholders generally, after taking account of the Company's overall financial position. The directors currently have no intention to exercise the Company's authority to purchase its own shares at the present time. The minimum price which may be paid for a purchase of the Company's own shares will be the nominal value of the ordinary shares, and the maximum price which may be paid shall be 105% of the then average market price of the ordinary shares.

There were outstanding at 28 February 2023 (being the latest practicable date prior to publishing this notice), options to subscribe for 2,116,346 ordinary shares, representing approximately 1.16% of the Company's issued share capital at that date. If the repurchase authority were to be exercised in full, the shares subject to these options would represent approximately 1.29% of the Company's issued share capital.

Resolution 11: Treasury shares

Shareholders' approval is also being sought, where the Company's shares have been repurchased (such shares being known as Treasury Shares), for re-allotment of these shares off-market at a maximum price of 120% of the then average market price of the ordinary shares, and a minimum price (other than when re-allotted under an employees' share scheme) of 95% of that average. The directors have no current intention to re-allot such shares at the present time.

Resolution 12: General meetings

Shareholders are being asked to renew, until the Annual General Meeting in 2024, the Company's authority to call a general meeting on 14 days' notice other than an annual general meeting or a meeting to consider any special resolution (being a resolution requiring a 75% majority vote). The Company confirms that it would only use the shorter notice period where it is merited by the purpose of the meeting, and directors consider that it is in the interests of the Company to retain this flexibility.

Kingspan Group plc

Shareholder Information

Entitlement to attend and vote

1. Only those shareholders registered on the Company's register of members at the close of business on 24 April 2023 or, if the AGM is adjourned, at the close of business on the day four days prior to the adjourned 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.

Information regarding the meeting

2. Information regarding the AGM, including the information required by Section 1103 of the Companies Act, is available from www.kingspan.com/AGM2023.

Attending in person

3. The AGM will be held at the Company's offices at IKON, Dublin Road, Kingscourt, Co. Cavan, A82 XY31, Ireland. If you wish to attend the Annual General Meeting in person, you are recommended to attend at least 15 minutes before the time appointed for holding of the Annual General Meeting to allow time for registration. Please bring the attendance card attached to your Form of Proxy and present it at the shareholder registration desk before the commencement of the Annual General Meeting.

Appointment of proxies

4. A shareholder (a registered member of the Company) who is entitled to attend and vote at the AGM is entitled to appoint a proxy (or more than one proxy as alternates) to attend, speak and vote instead of the shareholder (please see notes 5 to 9 below). Persons who hold their interests in ordinary shares through the Euroclear Bank system or as CREST Depository Interests should see notes 10 to 15 below and consult with their stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments and voting instructions for the AGM through the respective systems.
5. A proxy need not be a shareholder. If you wish to appoint more than one proxy please contact the Company's Registrar, Computershare Investor Services (Ireland) Limited, on +353 1 447 5103. A member acting as an intermediary on behalf of one or more clients may grant a proxy to each of its clients or their nominees provided each proxy is appointed to exercise rights attached to different shares held by that member. A proxy (including a substitute proxy) shall be entitled at his or her discretion and without notice to the appointing shareholder to (i) nominate and appoint any person to be a substitute proxy for him or her for any of the purposes contemplated by the Form of Proxy with liberty to revoke any such appointment at his or her discretion and/or (ii) replace such substitute proxy with any other person at his or her discretion (each of the foregoing being, a Substitute Proxy).

6. A Form of Proxy for use by shareholders is enclosed with this Notice (or is otherwise being delivered to shareholders). Completion of a Form of Proxy (or submission of proxy instructions electronically) will not prevent a shareholder from attending the AGM and voting in person.
7. To be valid, a Form of Proxy and any power or other authority under which it is executed (or a duly certified copy of any such power or authority) must be returned by post to Computershare Investor Services (Ireland) Limited, PO Box 13030, Dublin 24, Ireland or (during normal business hours) by hand to Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland, not later than 48 hours before the AGM or adjourned AGM or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) at least 48 hours before the taking of the poll at which it is to be used.
8. In the case of a corporation, the instrument shall be executed either under its common seal or under the hand of an officer or attorney duly authorised on its behalf. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other registered holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the Register of Members in respect of a joint holding. If a proxy is executed under a power of attorney or other authority, such power or authority (or a duly certified copy of any such power or authority) must be deposited with the Company with the Instrument of Proxy.
9. To appoint (or remove) a proxy electronically, log on to the website of the Registrar, Computershare Investor Services (Ireland) Limited:

www.eproxyappointment.com

To log in you will require your unique PIN (which will expire at the end of the voting period), your Shareholder Reference Number (SRN) and the Control Number, all of which are printed on the face of the accompanying Form of Proxy.

Further information for participants in the Euroclear Bank system

10. Holders of interests in Kingspan shares held through the Euroclear Bank system (other than as CDIs) are advised to consult with their custodian, stockbroker or other intermediary at the earliest opportunity for further information on the processes and timelines for submitting proxy appointments or voting instructions for the AGM.

Further information for CREST members with holdings of CDIs

11. Euroclear UK & Ireland Limited ("EUI"), the operator of the CREST system has arranged for holders of CDIs to issue voting instructions relating to the Company's ordinary shares via a third party service provider, Broadridge Financial Solutions Limited ("Broadridge"). CREST members can complete and submit electronic voting instructions or proxy appointment instructions electronically through Broadridge.

12. If you hold CDIs and wish to submit electronic voting instructions or proxy appointment instructions you must use the Broadridge Global Proxy Voting service. To avail of the voting service, you will need to complete the Meetings and Voting Client Set-up Form (CRT408) prescribed by Broadridge and return it with a completed application form to EUI (signed by an authorised signatory with another relevant authorised signatory copied for verification purposes) to the following email address: eui.srd2@euroclear.com. Fully completed application forms will be shared by EUI with Broadridge and Broadridge will contact you and provide information on its service and enable access to the Broadridge platform.
13. Broadridge will set a voting deadline by which time electronic voting instructions or proxy appointment instructions must be received by it for use at the AGM. Broadridge's voting deadline will be earlier than Euroclear Bank's voting instruction deadline as set out above. Voting instructions cannot be changed or cancelled after Broadridge's voting deadline.
14. CREST members with holdings of CDIs are strongly encouraged to familiarise themselves with the arrangements with Broadridge, including the voting deadlines and procedures and to take, as soon as possible, any further actions required by Broadridge in order that they may avail of this voting service.

Deadlines for receipt by the Company of proxy voting instructions

15. All proxy appointments and voting instructions (whether submitted directly or through the Euroclear Bank system or (via a holding of CDIs) the CREST system) must be received by the Company's registrar not less than 48 hours before the time appointed for the AGM or any adjournment of the AGM. However, persons holding through the Euroclear Bank system or (via a holding of CDIs) the CREST system will also need to comply with any additional voting deadlines imposed by their respective custodian, stockbroker or other intermediary. All persons affected are recommended to consult with their custodian, stockbroker or other intermediary at the earliest opportunity.

Issued shares and total voting rights

16. The total number of issued ordinary shares in the Company at the Latest Practicable Date is 183,591,682.
17. Voting on each of the resolutions will be decided on a poll. This means that shareholders who attend the AGM, as well as those who are not able to attend but have sent proxy forms, may have their votes taken into account according to the number of shares they hold.
18. Ordinary resolutions require a simple majority of votes cast (in person or by proxy) at the meeting to be passed. Special resolutions require the approval of 75 percent of votes cast (in person or by proxy) at the meeting to be passed.

Questions at the meeting

19. Pursuant to Section 1107 of the Companies Act, the Company must answer any question which a shareholder may ask relating to the business being dealt with at the AGM unless:

- answering the question would interfere unduly with the preparation for the AGM or the confidentiality and business interests of the Company;
- the answer has already been given on a website in a question and answer format; or
- it appears to the Chairman of the AGM that it is undesirable in the interests of good order of the meeting that the question be answered.

Shareholders' right to table draft resolutions and to put items on the agenda

20. A shareholder or a group of shareholders holding 3% of the issued share capital, representing at least 3% of the total voting rights of all shareholders who have a right to vote at the meeting, have a right to table a draft resolution for an item on the agenda of the meeting subject to any contrary provisions in company law. In the case of the 2023 Annual General Meeting, the latest date for submission of such requests is 17 March 2023 (being 42 days prior to the date of the meeting).

The request:

- may be in hard copy form or in electronic form;
- must set out in writing details of the draft resolution in full or, if supporting a draft resolution sent by another shareholder, clearly identify the draft resolution which is being supported;
- must be authenticated by the person or persons making it (by identifying the shareholder or shareholders meeting the qualification criteria and, if in hard copy, by being signed by the shareholder or shareholders); and
- must be received by the Company not later than 42 days before the meeting to which the request relates.

In addition to the above, the request must be made in accordance with one of the following ways:

- a hard copy request which is signed by the shareholder(s), states the full name and address of the shareholder(s) and is sent to the Company Secretary, Kingspan Group plc, Head Office, Dublin Road, Kingscourt, Co Cavan, Ireland; or
- a request which states the full name and address of the 'Shareholder Reference Number' (SRN), as printed on the accompanying Form of Proxy of the shareholder(s) and is sent to lorcan.dowd@kingspan.com.

A draft resolution must not be such as would be incapable of being passed or otherwise be ineffective (whether by reason of inconsistency with any enactment or the Company's Memorandum and Articles of Association or otherwise). Any draft resolution must not be defamatory of any person.



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