

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 Union (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.

**Letter from the Chairman and
Notice of Extraordinary General Meeting**



**Proposed cancellation of admission to the premium segment of the Official List
maintained by the FCA and to trading on the Main Market for listed securities of the
London Stock Exchange**

Notice of an Extraordinary General Meeting of the Company to be held at 10.00 a.m. on 20 July 2023 at IKON, Dublin Road, Kingscourt, Co. Cavan, A82 XY31 is set out at the end of this document.

Proxy appointment

A Form of Proxy for use at the Extraordinary 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 10.00 a.m. on 18 July 2023.

Alternatively, electronic proxy appointment is also available for the Extraordinary 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 Group plc 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 EGM through the respective systems.

A summary of the action to be taken by Shareholders in relation to the Extraordinary General Meeting is set out in paragraph 7 of the letter from the Chairman of the Board of Directors of the Company set out in Part II of this Circular and in the Notice of the Extraordinary General Meeting set out in Part IV of this Circular.

The date of this Circular is 26 June 2023.

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PART I

EXPECTED TIMETABLE OF PRINCIPAL EVENTS^{1 2 3}

Event	Date
Announcement of the proposed LSE Delisting	28 April 2023
Date and publication of this Circular	26 June 2023
Latest time and date for receipt of Forms of Proxy	10.00 a.m. on 18 July 2023
Extraordinary General Meeting	10.00 a.m. on 20 July 2023
Last day of dealings in the Company's Ordinary Share on the Main Market of the London Stock Exchange	17 August 2023
Cancellation of listing of the Company's Ordinary Shares on the Main Market of the London Stock Exchange	18 August 2023

¹ The times and dates set out in the expected timetable of principal events above and mentioned throughout this Circular are indicative only and are subject to change. If any of the above times and/or dates change, the revised times and/or dates will be notified to Shareholders via a Regulatory Information Service and will be available on www.kingspangroup.com.

² References to times in this document are to Irish time unless stated otherwise.

³ References to cancellation are conditional on, inter alia, the passing of the Delisting Resolution at the Extraordinary General Meeting.

PART II

LETTER FROM THE CHAIRMAN OF KINGSPAN GROUP PLC *(incorporated and registered in Ireland with registered number 70576)*

Registered Office

Dublin Road
Kingscourt
Co. Cavan
Ireland

Directors:

Jost Massenberg - *Non-Executive Chairman*
Gene M. Murtagh – *Chief Executive Officer*
Geoff Doherty - *Executive Director*
Russell Shiels - *Executive Director*
Gilbert McCarthy – *Executive Director*
Linda Hickey – *Non-Executive Director*
Anne Heraty – *Non-Executive Director*
Éimear Moloney – *Non-Executive Director*
Paul Murtagh – *Non-Executive Director*
Senan Murphy - *Non-Executive Director*
Louise Phelan – *Non-Executive Director*

26 June 2023

Dear Shareholder,

Proposed cancellation of admission to the premium segment of the Official List maintained by the FCA and to trading on the Main Market for listed securities of the London Stock Exchange

Notice of Extraordinary General Meeting

1. INTRODUCTION

On 28 April 2023, the Company announced proposals to cancel the admission of its Ordinary Shares to the Official List of the FCA and to trading on the London Stock Exchange's Main Market for listed securities. The Company will maintain the primary listing of its Ordinary Shares on the Main Market of Euronext Dublin.

The FCA Listing Rules require that, if a company wishes to cancel its listing on the Official List, it must seek the approval of its shareholders.

The Company has today announced that it is convening an Extraordinary General Meeting to be held at IKON, Dublin Road, Kingscourt, Co. Cavan, A82 XY31 at 10.00 a.m. on 20 July 2023, at which the

Delisting Resolution will be proposed. Should the Delisting Resolution be approved by Shareholders, it will authorise the Board to request that (i) the FCA cancel the listing of the Company's Ordinary Shares on the Official List, and (ii) the London Stock Exchange remove the Ordinary Shares from trading on the Main Market. Notice of the Extraordinary General Meeting at which the Delisting Resolution will be proposed is set out in Part III of this Circular.

The purpose of this Circular is to explain the background to and reasons for the proposed LSE Delisting, the implications for Shareholders of the proposed LSE Delisting and why the Board believes the LSE Delisting to be in the best interests of the Company and its Shareholders.

2. BACKGROUND TO THE PROPOSED LSE DELISTING

The Company is a public company limited by shares incorporated in Ireland. The Company's Ordinary Shares are, in Ireland, admitted to a primary listing on the Official List maintained by Euronext Dublin and admitted to trading on the Main Market of Euronext Dublin and, in the UK, admitted to the premium segment of the Official List maintained by the FCA and to trading on the Main Market for listed securities of the London Stock Exchange.

The Board continually keeps the Company's listing arrangements under review. The Board has noted that in recent years the volume of trading in the Ordinary Shares on the London Stock Exchange is negligible as a percentage of the overall trading volume in the Ordinary Shares.

Consequently, the Board considers that the cost of maintaining such a listing is no longer in the interests of the Company and its Shareholders as a whole. Accordingly, the Board has resolved to propose the Delisting Resolution at the EGM.

3. REASONS FOR THE LSE DELISTING

The Board has decided to seek Shareholders' approval for the LSE Delisting for the following reasons:

- an increasingly smaller proportion of the trading in the Company's Ordinary Shares is conducted on the London Stock Exchange compared to the volume traded on Euronext Dublin and across other European exchanges (by way of illustration, less than 2 per cent. of Kingspan's average total volume traded was conducted on the London Stock Exchange over the last 12 months);
- in that context, the cost and the legal and regulatory burden associated with maintaining admission of the Ordinary Shares to trading on the London Stock Exchange is, in the Board's opinion, disproportionate to the benefits to the Company and its Shareholders;
- following the LSE Delisting the Ordinary Shares will remain tradeable on Euronext Dublin and across other European exchanges such as CBOE Europe;
- by maintaining the primary listing of Ordinary Shares on the Main Market of Euronext Dublin, the Company will remain subject to a regulatory and financial reporting regime directly comparable to that applicable to companies whose shares are admitted to the FCA's Official List and to trading on the Main Market of the London Stock Exchange including the Euronext Dublin Listing Rules, the Irish Transparency Regulations, the EU Market Abuse Regulation and the UK Corporate Governance Code (more information on the regulatory considerations associated with the LSE Delisting can be found in paragraph 5, "*Regulatory Considerations*", below); and

- by maintaining the primary listing of Ordinary Shares on the Main Market of Euronext Dublin, the Company will remain eligible for inclusion in all major global and European equity indices in which Kingspan is currently a constituent, including notably the MSCI All-World, FTSE Global, STOXX Europe and ISEQ indices.

Accordingly, the Board considers that it is no longer in the interests of the Company or its Shareholders for the Company to maintain admission of the Ordinary Shares on the FCA's Official List and trading on the London Stock Exchange's Main Market.

4. **SHAREHOLDER CONSIDERATIONS**

Shareholders should take into consideration, amongst other things, that following the LSE Delisting:

- there will be no public market for the trading of Ordinary Shares on the Main Market of the London Stock Exchange; and
- the provisions of the FCA Listing Rules will no longer apply to the Company (more information on the regulatory considerations associated with the LSE Delisting can be found in paragraph 5, "*Regulatory Considerations*", below).

Conditional upon the Delisting Resolution being approved at the EGM, the Company will apply to: (a) the FCA to cancel the listing of the Ordinary Shares on the Official List; and (b) the London Stock Exchange to cancel the admission of the Ordinary Shares to trading on the Main Market.

It is anticipated that the last day of dealings of the Shares on the Main Market will be 17 August 2023. Cancellation of the listing of the Shares on the Official List is expected to take effect at 8:00 a.m. on 18 August 2023, being not less than 20 Business Days from the passing of the Delisting Resolution as required by the FCA Listing Rules.

5. **REGULATORY CONSIDERATIONS**

The effect of the LSE Delisting would be that the provisions of the FCA Listing Rules would not apply to the Company but comparable provisions of the Euronext Dublin Listing Rules will, when the LSE Delisting is effective, continue to apply to the Company.

The Euronext Dublin Listing Rules have provisions that are directly comparable to those of the FCA Listing Rules, as they currently stand, including rules that relate to the following matters:

- the requirement to appoint a sponsor;
- the requirement to comply with various continuing obligations, including compliance with all relevant provisions of the UK Corporate Governance Code (or to provide an explanation for any non-compliance, if applicable, in its annual financial report);
- the requirement to announce, or obtain shareholder approval for, certain transactions (depending on their size and nature) and for certain transactions with 'related parties' of the Company;
- restrictions in relation to the Company dealing in its own securities and treasury shares; and
- various specific contents requirements that apply to circulars issued by the Company to Shareholders.

The LSE Delisting will have no effect on the scheme of takeover regulation applicable to the Company; the Company, as a company incorporated in Ireland with securities admitted to trading on a regulated market in Ireland, is, and will remain, subject to the Irish Takeover Rules as administered by the Irish Takeover Panel whether the LSE Delisting becomes effective or not.

Those aspects of the UK Market Abuse Regulation and the UK Disclosure and Transparency Rules that apply to the Company as a result of its securities being admitted to trading on the London Stock Exchange's Main Market will cease to apply but the Company will remain subject to equivalent obligations under the EU Market Abuse Regulation and the Irish Transparency Regulations and their respective associated rules including requirements for the content of annual and half-yearly reports and for the public disclosure of inside information. Ireland will continue to be the home country of the Company for the purposes of compliance with relevant EU regulations and directives (including the EU Prospectus Regulation) and the Central Bank of Ireland will continue to be the Company's competent authority for these purposes.

The LSE Delisting will have no practical effect on the Company's corporate governance. The Board intends to operate its corporate governance in substantially the same manner as at present. Under Euronext Dublin's Listing Rules the Company is required to comply with all relevant provisions of the UK Corporate Governance Code (or to provide an explanation for any non-compliance, if applicable, in its annual financial report).

6. GENERAL MEETING

The Directors are convening the Extraordinary General Meeting to put forward the Delisting Resolution for approval, notice of which is set out in Part III of this Circular.

If the Delisting Resolution is passed, the Board proposes to make an application to: (a) the FCA to cancel the listing of the Ordinary Shares on the FCA's Official List; and (b) the London Stock Exchange to cancel the admission of the Ordinary Shares to trading on the Main Market. If the Delisting Resolution is not passed, the Shares will remain admitted to the premium segment of the FCA's Official List and to trading on the London Stock Exchange's Main Market.

In accordance with the FCA's Listing Rules, the Delisting Resolution will be proposed as a special resolution, meaning that more than 75 per cent. of the votes cast at the meeting (in person or by proxy) must be in favour for the resolution to be passed.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

The Extraordinary General Meeting will be held at 10.00 a.m. on 20 July 2023 at IKON, Dublin Road, Kingscourt, Co. Cavan, A82 XY31 to approve the Delisting Resolution. In accordance with the Articles, all Shareholders present by proxy shall have one vote in respect of each share held.

A Form of Proxy for use at the Extraordinary General Meeting is enclosed (or is otherwise being delivered to shareholders). 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 10.00 a.m. on 18 July 2023.

Alternatively, electronic proxy appointment is also available for the Extraordinary 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 EGM through the respective systems.

Appointing a proxy or completing and transmitting an electronic proxy instruction prior to the Extraordinary General Meeting will not preclude you from attending and voting in person at the General Meeting if you wish to do so.

For further details regarding how to participate in the Extraordinary General Meeting, we refer you to the Notice of the Extraordinary General Meeting, which is set out in Part III of this Circular.

8. RECOMMENDATION

Your participation at the EGM is important for the Company, and I would encourage every Shareholder to take part in the meeting, either by attending the EGM or (if you are not able to attend) by casting your vote by proxy.

For the reasons given above, the Board considers that the Delisting Resolution to be proposed at the EGM is in the best interests of Kingspan and its Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of the Delisting Resolution, as they intend to do in respect of their own beneficial holdings of shares in the Company.

Yours faithfully,

Jost Massenberg
Chairman

PART III

KINGSPAN GROUP PLC

(incorporated and registered in Ireland with registered number 70576)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting (“**EGM**”) of the Company will be held at IKON, Dublin Road, Kingscourt, Co. Cavan, A82 XY31, Ireland at 10.00 a.m. on 20 July 2023, to consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution:

THAT the Directors of the Company be and are hereby authorised to apply for the cancellation of the listing of the Ordinary Shares in the capital of the Company from the premium segment of the Official List of the Financial Conduct Authority and to remove such Ordinary Shares from trading on the London Stock Exchange plc’s Main Market for listed securities.

By order of the Board

Lorcan Dowd
Group Company Secretary

Registered Office
Dublin Road
Kingscourt
Co. Cavan

26 June 2023

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 16 July 2023 or, if the EGM is adjourned, at the close of business on the day four days prior to the adjourned EGM shall be entitled to attend and vote at the EGM 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 EGM.

Information regarding the meeting

2. Information regarding the EGM, including the information required by section 1103 of the Companies Act, is available from www.kingspan.com/egm2023.

Attending in person

3. The EGM will be held at the Company's offices at IKON, Dublin Road, Kingscourt, Co. Cavan, A82 XY31, Ireland. If you wish to attend the Extraordinary General Meeting in person, you are recommended to attend at least 15 minutes before the time appointed for holding of the Extraordinary 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 Extraordinary General Meeting.

Appointment of proxies

4. A shareholder (a registered member of the Company) who is entitled to attend and vote at the EGM 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 EGM 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 EGM and voting in person should the shareholder wish to do so.
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 EGM or adjourned EGM 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 EGM.

Further information for CREST members with holdings of CDIs

11. Euroclear UK & International 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 EGM or any adjournment of the EGM. 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. As at the Latest Practicable Date, the Company's issued share capital consisted of 181,591,682 ordinary shares and the Company held 1,675,320 ordinary shares in treasury. Therefore, the total number of voting rights in the Company as at the Latest Practicable Date is 181,916,362.
17. Voting on the resolution will be decided on a poll. This means that shareholders who attend the EGM, 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. A special resolution requires the approval of 75 per cent. 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 EGM unless:
 - (a) answering the question would interfere unduly with the preparation for the EGM or the confidentiality and business interests of the Company;
 - (b) the answer has already been given on a website in a question and answer format; or
 - (c) it appears to the Chairman of the EGM that it is undesirable in the interests of good order of the meeting that the question be answered.

Shareholders' right to table draft resolutions

20. The Extraordinary General Meeting is being convened to consider a specific resolution as incorporated in this Notice of EGM. As the text of the resolution is set out in this Notice of Extraordinary General Meeting, section 1104 of the Companies Act 2014 (which provides that a member or members meeting the prescribed qualification criteria may table a draft resolution for an item on the agenda of an extraordinary general meeting) is accordingly inapplicable.

PART IV

DEFINITIONS

The following definitions apply throughout this Circular and the Form of Proxy, unless the context requires otherwise:

Act or Companies Act	the Companies Act 2014 of Ireland, as amended
Articles of Association or Articles	the articles of association of the Company, as amended from time to time
Board or Board of Directors or Directors	the board of directors of the Company
Business Day	means a day, other than a Saturday, Sunday or public holiday in Dublin and London unless the context otherwise requires
Circular	this document
CREST or CREST System	the relevant system (as defined in the CREST Regulations) in respect of which Euroclear UK is the Operator (as defined in the CREST Regulations)
CREST Regulations	the Uncertificated Securities Regulations 2001 (SI 2001 No.2001/3755) of the United Kingdom
Delisting Resolution	the special resolution to give effect to the LSE Delisting set out in the notice of the Extraordinary General Meeting in Part IV of this Circular
Disclosure and Transparency Rules	the Disclosure Guidance and Transparency Rules made by the FCA pursuant to section 73A of FSMA
EU Market Abuse Regulation	Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse
EU Prospectus Regulation	Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market
Euroclear Bank	Euroclear Bank SA/NV, an international central securities depository and operator of the Euroclear System
Euroclear Participant	holders of interests in Ordinary Shares in book-entry form through the Euroclear System
Euroclear System	the securities settlement system operated by Euroclear Bank and governed by Belgian law
Euroclear UK	Euroclear UK & International Limited
Euronext Dublin	The Irish Stock Exchange plc, trading as Euronext Dublin
Euronext Dublin Listing Rules	the listing rules of Euronext Dublin

Extraordinary General Meeting or EGM	the extraordinary general meeting of the Company convened to be held at IKON, Dublin Road, Kingscourt, Co. Cavan, A82 XY31, Ireland at 10.00 a.m on 20 July 2023
FCA	the Financial Conduct Authority of the United Kingdom
FCA Listing Rules	the listing rules made by the FCA under Part VI of FSMA, as amended from time to time
Form of Proxy	the form of proxy in respect of voting at the EGM
FSMA	Financial Services and Markets Act 2000, as amended from time to time
Group	the Company and its subsidiaries and subsidiary undertakings
Irish Takeover Panel	the Irish Takeover Panel established by the Irish Takeover Panel Act 1997, as amended
Irish Takeover Rules	the Irish Takeover Panel Act, 1997, Takeover Rules, 2022
Irish Transparency Regulations	the Transparency (Directive 2004/109/EC) Regulations 2007, as amended, implementing in Ireland Directive 2004/109/EC of the European Parliament and of the Council of 15 December 2004 on the harmonisation of transparency requirements in relation to information about issuers whose securities are admitted to trading on a regulated market
Latest Practicable Date	20 June 2023, being the latest practicable date before the publication of this Circular
London Stock Exchange	the London Stock Exchange plc
LSE Delisting	the cancellation of the admission of the Shares to listing on the Official List and to trading on the Main Market
Main Market	the London Stock Exchange's main market for listed securities
Notice of Extraordinary General Meeting	the notice of the Extraordinary General Meeting as set out in this Circular
Official List	the Official List maintained by the FCA
Ordinary Shares	ordinary shares of €0.13 each in the capital of the Company
Shareholder(s)	registered holders of Ordinary Shares
Registrar	the registrar to the Company, being Computershare Investor Services (Ireland) Limited, 3100 Lake Drive, Citywest Business Campus, Dublin 24, D24 AK82, Ireland
Regulatory Information Service	an electronic information dissemination service permitted or authorised by Euronext Dublin and the FCA
United Kingdom or UK	the United Kingdom of Great Britain and Northern Ireland
UK Corporate Governance Code	the UK Corporate Governance Code published by the Financial Reporting Council

UK Disclosure and Transparency Rules the Disclosure Guidance and Transparency Rules made by the FCA pursuant to section 73A of FSMA

UK Market Abuse Regulation the Market Abuse Regulation 2014/596/EU, as it forms part of the domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018

