



Letter from the Chairman and Notice of Annual General Meeting

If you are in any doubt as to what action you should take, you are recommended to immediately consult your independent financial adviser (being in the case of Shareholders in Ireland an advisor, organisation or firm authorised or exempt pursuant to the European Union (Markets in Financial Instruments) Regulations 2017 (as amended) or the Investment Intermediaries Act 1995 (as amended) and in the case of Shareholders in the United Kingdom, an adviser authorised or exempt pursuant to the Financial Services and Markets Act 2000).

If you have sold or otherwise transferred all your shares in Kingspan Group plc please forward this document together with the accompanying 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 Thursday, 1 May 2025
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 the Company's Registrar, 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 Tuesday, 29 April 2025.

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 enclosed Form of Proxy. The electronic proxy appointment must be received electronically by no later than 9.00 a.m. on Tuesday, 29 April 2025.

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 appropriate 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. Further instructions on how to appoint a proxy (including by Euroclear Bank participants and CDI holders) are set out at the end of this document under the heading "Shareholder Information".

To the Shareholders, Kingspan Group plc

12 March 2025

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 Thursday, 1 May 2025 at IKON, Dublin Road, Kingscourt, Co. Cavan, A82 XY31, Ireland at 9:00 a.m. for the 2025 AGM.

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 13-19.

Once again, Kingspan has delivered record results despite a challenging environment in many of our core markets; trading profit increased by 3% to €907m (2023: €877m) and earnings per share by 4% to 365.2 cent (2023: 352.3 cent). These record results reflect the strength of our strategy, our disciplined execution and the resilience of our business in an ever evolving global landscape. 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 2024 Annual Report, all of which are available on www.kingspan.com. Accordingly, the Board is pleased to recommend a final dividend of 28.5 cent per share which, if approved at the Annual General Meeting, will give a total dividend for the year of 54.8 cent.

As is our practice, all existing Directors will retire from office at the AGM and, being eligible, offer themselves for re-election by Shareholders at the AGM. The names of each such Director is set out in Resolution 3 of the Notice, and a biography of each of the Directors is set out in the 2024 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. Linda Hickey will be retiring from the Board upon the expiration of her term of office on conclusion of this year's Annual General Meeting. Linda has been a valued member of the Board and its committees for the past twelve years. On behalf of the Board, I would like to extend our sincere gratitude to Linda for her significant contribution to Kingspan during this time.

In addition to the ordinary business to be transacted at the AGM (Resolutions 1 to 4), I would like to draw your attention to the following items of special business in the Notice of AGM.

The Board is putting a new Directors' Remuneration Policy (the "**2025 Remuneration Policy**") and the Report of the Remuneration Committee for the year ended 31 December 2024 to an advisory non-binding vote at the Annual General Meeting (Resolutions 5 and 6) this year.

Our current Directors' Remuneration Policy was approved by shareholders at our 2022 AGM. The terms of that policy remain largely unchanged from the policy first approved back in 2019, save for certain increases to opportunity for executives over that period and amendments made to reflect changes in governance practice. Given the passage of time and following another year of record performance and growth in 2024, a revised Directors' Remuneration Policy (the 2025 Remuneration Policy) will be put to Shareholders for approval on an advisory

basis at the 2025 AGM. The new policy which is set out in the Company's most recent Annual Report includes certain changes to reflect the significant increase in the size and complexity of the Company and its operations over the past number of years and to ensure we have a policy which is fit for purpose for the next number of years.

The Remuneration Committee and the Board have always valued meaningful engagement with Shareholders, which has consistently played a role in determining our approach to governance, remuneration and reporting. In line with this, during the year, the Remuneration Committee had extensive engagement with Shareholders on the proposed new policy, details of which are set out in the Report of the Remuneration Committee in our 2024 Annual Report. As part of the process, we were pleased to have met with or received written feedback from Shareholders representing over 56% of the Company's issued share capital, as well as both major proxy advisors. This feedback formed a key part of the 2025 Remuneration Policy design process.

To align with the changes proposed under the 2025 Remuneration Policy, a resolution to increase the individual grant limits for executives and other employees under the Company's Performance Share Plan will also be proposed (Resolution 14).

The Company is also seeking to increase the aggregate ceiling on its Non-Executive Directors' fees (Resolution 7) to provide flexibility to adjust these fees, for example, to reflect increased responsibilities and time commitments as relevant and to make additional non-executive appointments, should this be desirable.

The other items of special business at the AGM (Resolutions 8 to 13) relate to the share capital of the Company and seek the renewal of authorities previously given by Shareholders at last year's AGM for a further 12 month period, and renewal of authority to convene certain general meetings on 14 clear days' notice. These are matters which are now considered standard for most listed public companies in Ireland. In addition, Resolution 15 proposes to amend the Company's Articles of Association to extend the notice period that Shareholders must provide to the Company when nominating a director for election to the Board in order to facilitate Shareholder engagement on any such resolution and to overcome technical issues arising on certain electronic voting platforms where sufficient notice of the nomination resolution is not received.

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 20 to 23 of this document. You can also submit a written question in advance of the AGM, by sending an e-mail to agm@kingspan.com. Any questions should be submitted by 9.00 a.m. on Tuesday, 29 April 2025. Otherwise, Shareholders may raise questions in person during the meeting. The answers to validly posed questions will be answered at the AGM.

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 (the "**Company**") will be held at IKON, Dublin Road, Kingscourt, Co. Cavan, A82 XY31, Ireland at 9:00 a.m. on Thursday, 1 May 2025 for the below purposes.

Resolutions 1 to 8 and 14 are proposed as ordinary resolutions. Resolutions 9 to 13 and 15 are proposed as special resolutions.

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 auditor thereon for the year ended 31 December 2024.

2. Dividend

To declare a final dividend for the year ended 31 December 2024 of 28.5 cent per share.

3. Election of Directors

- 3(a) To re-elect Jost Massenberg as a director.
 - 3(b) To re-elect Gene Murtagh as a director.
 - 3(c) To re-elect Geoff Doherty as a director.
 - 3(d) To re-elect Russell Shiels as a director.
 - 3(e) To re-elect Gilbert McCarthy as a director.
 - 3(f) To re-elect Anne Heraty as a director.
 - 3(g) To re-elect Éimear Moloney as a director.
 - 3(h) To re-elect Paul Murtagh as a director.
 - 3(i) To re-elect Senan Murphy as a director.
 - 3(j) To re-elect Louise Phelan 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 2025.

As special business:

5. Directors' Remuneration Policy

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

To receive and consider the new policy on directors' remuneration that is set out in the Annual Report for the year ended 31 December 2024.

6. 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 2024.

7. 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 €1,500,000 per annum.

8. 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 and issue all relevant securities of the Company within the meaning of Section 1021 of that Act up to an aggregate nominal amount of €7,887,590. 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 close of business on 1 August 2026 unless such power is previously renewed, varied or revoked by the Company in General Meeting prior to that, 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.

9. Dis-application of pre-emption rights in respect of up to 10% of the Company's issued share capital

Subject to the passing of Resolution 8, 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 8 above as if subsection (1) of the said Section 1022 did not apply to any such allotment (to include the reallocation of any treasury shares from time to time) provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with any one or more rights issues, open offer or other invitation to or in favour of the holders of ordinary shares and/or any other persons entitled to participate in such issues, offers or other invitations, at such record date(s) as the Directors may determine, where the equity securities respectively attributable to the interests of such holders and persons are proportional (as nearly as may be practicable) to the respective numbers of ordinary shares held by or deemed to be held by them on the record date(s) of such allotment(s), but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical issues in respect of overseas Shareholders, jurisdictional issues, 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 10% 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 close of business on 1 August 2026 (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. Dis-application of pre-emption rights in respect of an additional 10% of the Company's issued share capital

Subject to the passing of Resolution 8, 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 9, 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 8 above as if subsection (1) of the said Section 1022 did not apply to any such allotment, to include the reallocation of any treasury shares from time to time, provided that this power shall be:

- (a) limited to the allotment of equity securities up to a maximum aggregate nominal value equal to 10% 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 Dis-applying Pre-emption Rights most recently published by the UK Pre-emption Group and in effect 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 close of business on 1 August 2026 (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.

11. 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 including overseas market purchases (as each is defined by Section 1072 of the Companies Act 2014) of shares of any class in the Company ("**Shares**") including any contract of purchase, which will or might be concluded wholly or partly after the expiry date below), 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 maximum number of shares, which may be acquired pursuant to the terms of this resolution shall be such number of Shares the aggregate nominal value of which shall equal 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;
- (b) the minimum price (excluding expenses) which may be paid for any Share purchased pursuant to this authority shall be an amount equal to the nominal value thereof; and
- (c) the maximum price (excluding expenses) which may be paid for any Share purchased pursuant to this authority (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 quoted for the last independent trade and the highest current independent bid or offer for Shares 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 (c)(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; and

(d) the authority hereby granted shall expire at the conclusion of the next Annual General Meeting of the Company or on close of business on the date which is 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.

12. Re-issue of Treasury shares

To consider and, if thought fit, to pass as a Special Resolution:

That, for the purposes of Sections 109 and 1078 of the Companies Act 2014, the reallocation 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 close of business on the date which is 18 months after the date of passing of this resolution (whichever is earlier) unless previously varied or renewed or revoked in accordance with the provisions of Section 109 and/or 1078 of the Companies Act 2014 and is without prejudice or limitation to any other authority of the Company to reissue Treasury Shares on-market.

13. General meetings

To consider and, if thought fit, to pass as a Special Resolution:

That in accordance with Section 1102 of the Companies Act 2014 (as amended) and the Articles of Association of the Company, 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.

14. The Kingspan Group plc 2017 Performance Share Plan

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

That the Rules of the Kingspan Group plc 2017 Performance Share Plan (the "Plan") be amended by:

- (a) the substitution of "450%" for "300%" in Rule 4.4 of the Plan; and
- (b) the deletion of Rule 4.5 of the Plan, together with any reference to Rule 4.5 elsewhere in the Plan.

15. Amendment of Articles of Association

To consider and, if thought fit, to pass as a Special Resolution:

That Article 105 of the Articles of Association of the Company be deleted and replaced with a new Article 105 as follows:

"No person except a Director retiring at a general meeting shall (unless recommended by the Directors) be elected a Director at any general meeting unless not less than 42 days nor more than 70 days before the date appointed for the meeting, notice executed by a member duly qualified to attend and vote at the meeting has been received by the Secretary of the intention to propose that person for election stating with respect to such person to be proposed the particulars which would, if they were so appointed be required to be included in the Company's Register of Directors together with notice executed by that person of their willingness to be elected."

By Order of the Board
Lorcan Dowd,
Company Secretary
12 March 2025

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:

References to the Companies Act 2014 in this Notice of Annual General Meeting shall be read in all cases as a reference to the Companies Act 2014 (as amended).

Resolution 1: Financial statements

This resolution deals with the consideration of the report and accounts of the Company for the year ended 31 December 2024. 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 2024 of 28.5 cent per share. If approved, the final dividend will be paid (subject to Irish withholding tax rules) on 21 May 2025 to Shareholders on the register at close of business on 11 April 2025.

Resolution 3: Election of Directors

All existing Directors will retire from office at the Annual General Meeting and, being eligible, will offer themselves for re-election by Shareholders at the Annual General Meeting.

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 in the Annual Report which is available on www.kingspan.com.

The Board believes that the experience and expertise included in the biographies demonstrates the continued contribution of each Director to the Company and the Board considers each Director is, and continues to be, important to the Company's long-term sustainable success.

Resolution 4: Auditors' remuneration

The Directors are seeking to renew their annual authority to fix the remuneration of the auditors for the year ending 31 December 2025.

Resolution 5: Directors' Remuneration Policy

Kingspan's current Directors' Remuneration Policy was put to shareholders for approval at the annual general meeting of the Company held in 2022. The terms of that policy remain largely unchanged from the policy first approved in 2019, save for certain increases to opportunity for executives over that period, and amendments made to reflect changes in governance practice. During the second half of 2024, the Remuneration Committee reviewed the existing Remuneration Policy to ensure it remained fit for purpose for the next number of years, whilst reflecting the significant increase in the size and complexity of the Company and its operations over the past number of years. Performance during the same period has transformed the scale of the Group as set out in the table below:

	2018	2024	% Change
Revenue growth	€4.4bn	€8.6n	Up 95.5%
EPS performance	184.0c	365.2c	Up 12.1% CAGR
TSR performance ¹	€39.07	€75.85	Up 101.24%
Global scale	13,469 employees 70 countries	25,401 employees 80 countries	Up 88.6%

1 Calculated using average share price as of Q4 2018 and Q4 2024, and assuming dividends are reinvested.

The proposed changes to our Remuneration Policy will ensure Kingspan's remuneration arrangements allow us to secure the calibre of talent and skill sets required and incentivise them to continue to deliver our strategy in a highly competitive global market in the coming years.

As part of the review, and to ensure we incorporate the views of our Shareholders in our decision making, the Committee engaged with Shareholders on the proposed new policy and reflected on their feedback. A detailed summary of the changes to the current policy is set out in the Report of the Remuneration Committee contained in the Annual Report for the year ended 31 December 2024 which is available on www.kingspan.com.

The 2025 Remuneration Policy will provide the framework for remuneration decisions made by the Remuneration Committee from the date of the 2025 Annual General Meeting (including in relation to this year's executive awards) until the 2029 Annual General Meeting unless a new policy is put to Shareholders by way of an advisory vote at an earlier date. This is an advisory resolution only and is not binding on the Company and is being put to Shareholders in accordance with the European Union (Shareholders' Rights Regulations) 2020 and Section 1110M of the Companies Act 2014.

Resolution 6: Report of the Remuneration Committee

This resolution is put to Shareholders in line with the requirements of the European Union (Shareholders' Rights Regulations) 2020 and section 1110N of the Irish Companies Act 2014 which requires the Company to present a remuneration report to Shareholders for consideration at each annual general meeting.

The Report of the Remuneration Committee is contained in the Annual Report which is available on www.kingspan.com. This is an advisory non-binding resolution.

Resolution 7: 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 Non-Executive Directors' ordinary remuneration at €1,500,000 (from the current limit of €1,250,000). 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 8: Allotment of shares

Shareholders are being asked to renew, until the Annual General Meeting in 2026, 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 2025 (being the latest practicable date prior to publishing this notice). As at that date, the Company held 2,575,317 ordinary shares in treasury representing 1.41% 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 the relevant time. The Directors currently have no intention to allot such shares pursuant to this authority at the present time.

Resolution 9: Dis-application of pre-emption rights in respect of up to 10% of the Company's issued share capital

The Directors are seeking to renew the authorities to dis-apply pre-emption rights in respect of up to 20% of the Company's issued ordinary share capital sought under Resolutions 9 and 10 combined, which accords with latest institutional shareholder guidance, and in particular, the latest UK Pre-emption Group's Statement of Principles.

Shareholders are being asked under Resolution 9 to approve, until the Annual General Meeting in 2026, 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 10% 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 dis-application 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. 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 the relevant time.

Resolution 10: Dis-application of pre-emption rights in respect of an additional 10% of the Company's issued share capital

In addition to the power proposed to be granted pursuant to Resolution 9, Shareholders are being asked under Resolution 10 to renew, until the Annual General Meeting in 2026, 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 10% 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) which is announced contemporaneously with the issue, or which has taken place in the preceding six-month period and is disclosed in the announcement of the issue. 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 dis-application of pre-emption rights in respect of a further 10% 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 dis-application 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 11: Purchase of own shares

Shareholders are being asked to provide, until the Annual General Meeting in 2026, renewed 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 23 February 2025, options to subscribe for 1,389,994 ordinary shares, representing approximately 0.76% of the Company's issued share capital (excluding treasury shares) at that date. If the repurchase authority were to be exercised in full, the shares subject to these options would represent approximately 0.85% of the Company's issued share capital (excluding treasury shares) as at 23 February 2025.

Resolution 12: Re-issue of Treasury shares

Shareholders' approval is also being sought, where the Company's shares have been repurchased (such shares being known as Treasury Shares), for reallocation 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 reallocated under an employees' share scheme) of 95% of that average.

Resolution 13: General meetings

Shareholders are being asked to renew, until the Annual General Meeting in 2026, 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 Directors consider that it is in the interests of the Company to retain this flexibility and renew this authority again this year. The Company confirms that it would only use the shorter notice period where it is merited by the purpose of the meeting.

Resolution 14: Kingspan Group plc 2017 Performance Share Plan

This item of special business concerns the Kingspan Group plc 2017 Performance Share Plan (the "**Plan**"). The Plan, as approved by Shareholders at the 2017 AGM and which has a life span of ten years, is designed to incentivise executive and other Kingspan employees by aligning vesting of awards made under the Plan with the performance of the Kingspan business. It also sets out individual grant limits. Under the Plan, the market value of the Company's ordinary shares which are the subject of an award granted in any period of 12 months may not in normal circumstances, at the date of the grant of award, (i) in the case of the Chief Executive exceed 300% of his annual regular remuneration and (ii) in the case of other eligible participants exceed a lower percentage, as determined by the Remuneration Committee.

As part of its review of Kingspan's Directors' Remuneration Policy during the second half of 2024, the Remuneration Committee considered how to continue to appropriately incentivise the Executive Directors, acknowledging their increased roles, and driving continued focus on long-term sustainable growth and Shareholder alignment.

Effective from 2025, the Committee intends to increase the annual grant level of our CEO from 250% of his salary to 300%. For the other three Executive Directors, initial award levels of 225% of salary will be maintained. ROCE will be introduced as a new metric under the terms of the LTIP, in addition to the current EPS and Planet Passionate measures. The introduction of ROCE reflects Shareholder feedback on the inclusion of such a measure and is fundamentally aligned with our core focus of delivering long-term returns well in excess of the cost of capital.

The Remuneration Committee is retaining relative TSR as a measure; however, it will operate as a potential multiplier to the performance outcomes under the EPS, ROCE and Planet Passionate measures. Specifically, for achieving median to upper quartile TSR, vested awards under the underlying measures will be multiplied by 110% (at median) to 150% (at the 75th percentile), with straight line vesting in between. In the event of below median performance, a discount factor will be applied (only 90% of awards will vest), reflecting initial feedback that the TSR multiplier would be better aligned with Shareholder interests if there was a downside risk built in, and reaffirming our commitment to ensuring variable pay outcomes are aligned with both strong underlying financial performance and Shareholder experience. The achievement of maximum targets under all four metrics would achieve vesting of 450% of salary for the CEO and 338% for the other three Executive Directors.

As a result, and in order to align with the changes proposed under the 2025 Remuneration Policy, it is proposed (under Resolution 14) to increase the maximum annual grant limit under Rule 4.4 of the Plan to 450% (from 300%) of annual regular remuneration for the CEO and in the case of other participants under the Plan, the maximum annual grant may not exceed a lower percentage than this, as determined by the Remuneration Committee. If approved by Shareholders, these changes will be effective for all awards made in, and from, 2025.

Given this proposal, it is also proposed (under Resolution 14) to delete Rule 4.5 of the Plan which provides for awards in exceptional circumstances, including but not limited to facilitating recruitment, whereby a grant of up to 400% of annual regular remuneration may be awarded. This is on the basis that the level of award under this Rule is now considered redundant in light of the changes proposed to the maximum annual grant limit under Rule 4.4.

A copy of the Kingspan Group plc 2017 Performance Share Plan incorporating the increased grant limits under Rule 4.4 and deleting Rule 4.5 is available for inspection at the registered office of the Company at Dublin Road, Kingscourt, Co. Cavan, Ireland, A82 XY31 from the date of this Notice until conclusion of the AGM and will also be available at the place of the AGM at least 15 minutes before the AGM until conclusion of the meeting.

Resolution 15: Amendment of Articles of Association

Resolution 15 is a special resolution seeking to amend article 105 of the Company's Articles of Association.

Article 105, which relates to eligibility of persons for appointment to the office of director of the Company, currently provides inter alia that *"No person except a Director retiring at the meeting shall (unless recommended by the Directors for election) be elected a Director at any general meeting unless notice in writing shall be sent to the Secretary not more than twenty-eight days and not less than seven days before the day of the meeting at which the election is to take place, signed by a member duly qualified to attend and vote at such meeting....."*

The Company recognises the importance of providing duly qualified members the opportunity to put forward candidates for election as a director of the Company and welcomes the opportunity to interact with its Shareholders on these matters. However, the right currently afforded by Article 105 means that any such proposals may be submitted after the despatch of the notice convening the relevant general meeting, and potentially just seven days before the meeting. This may therefore mean that Shareholders and proxy advisers would not have sufficient time and information to come to a conclusion on the merits of any such proposals. This may also not allow sufficient time for the nomination resolution to be included within the voting options available on electronic voting platforms for Shareholders who hold their interests through Euroclear Bank and which generally have much earlier voting deadlines than the date of the actual general meeting.

For these reasons, it is proposed that the notice of intention to propose a director referred to in Article 105 of the Company's Articles of Association must be received not less than 42 days nor more than 70 days before the date appointed for the relevant general meeting. (Note, the 42 day period aligns with the same notice period required under Section 1104(2) of Companies Act 2014 which grants qualifying shareholders a right to put items on the agenda of a general meeting and table draft resolutions). This would mean that relevant details of any proposed candidate for election as a director could be included in the relevant notice of meeting, that Shareholders and proxy advisers would have time to consider (and in the case of proxy advisers, advise on) the merits of the proposed candidate and electronic voting on any potential candidate for election can be facilitated. The proposed amendment to the Company's Articles of Association seeks to achieve this position.

A copy of the Articles of Association in the form amended by Resolution 15 (marked to highlight the proposed changes) is available (and will be available until the conclusion of the AGM) on the Company's website (www.kingspangroup.com), at its registered office and will also be available at the AGM for at least fifteen minutes before, and for the duration of, the AGM.

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 Sunday, 27 April 2025 or, if the AGM is adjourned for 14 days or more, at the close of business on the day four days prior to the adjourned AGM shall be entitled to attend, speak 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 2014, is available from www.kingspan.com/agm2025.

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. If (in the unlikely event) it becomes necessary or appropriate to revise the current arrangements for the AGM, further information will be made available by Regulatory Information Service and on our website at www.kingspan.com.

Appointment of proxies

4. A Shareholder 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 (including treasury shares) at the close of business on 28 February 2025 (being the latest practicable date prior to publishing this Notice) is 184,596,642.
17. Voting on each of the resolutions at the AGM 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 submitted proxy forms by the applicable deadline, 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 2014, each Shareholder has the right to ask questions, and the Company must answer any question which a Shareholder may ask, relating to the items on the agenda at the AGM subject to any reasonable measures the Company may take to ensure the identification of the member 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 (a) table a draft resolution for an item on the agenda of the meeting and (b) put items on the agenda of the AGM, subject to any contrary provisions in company law. In the case of the 2025 Annual General Meeting, the latest date for submission of such requests is Thursday, 20 March 2025 (being 42 days prior to the date of the meeting and having regard to Section 1104(2) of Companies Act 2014).

The request:

- » may be in hard copy form or in electronic form;
- » must set out 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 set out the item for the agenda in full, accompanied by stated grounds justifying its inclusion or a draft resolution to be adopted at the AGM, or, if supporting an item for the agenda sent by another Shareholder, clearly identify the draft item for the agenda, 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 in electronic form 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.



www.kingspan.com