

Kingspan Group Plc

2014 Annual General Meeting

All resolutions proposed at the Annual General Meeting of the Company held on the 1 May 2014 were duly passed, in each case by a vote taken on a show of hands.

The total number of valid proxies received by the Company were as follows:

Resolution	Vote type	Voted	Voted %
1, FINANCIAL STATEMENTS	For	134,363,593	99.98
	Against	0	0
	Discretion	29,407	0.02
	Votes Withheld	91,442	
2, DECLARE FINAL DIVIDEND	For	134,364,043	99.98
	Against	0	0
	Discretion	29,407	0.02
	Votes Withheld	90,992	
3, REMUNERATION COMMITTEE	For	122,302,922	98.71
	Against	1,563,396	1.26
	Discretion	31,307	0.03
	Votes Withheld	10,586,817	
4A, RE-ELECT EUGENE MURTAGH	For	122,992,387	94.39
	Against	7,277,081	5.58
	Discretion	29,807	0.02
	Votes Withheld	4,185,167	
4B, RE-ELECT GENE M MURTAGH	For	120,539,088	92.51
	Against	9,730,780	7.47
	Discretion	29,407	0.02
	Votes Withheld	4,185,167	
4C, RE-ELECT GEOFF DOHERTY	For	122,339,608	91.03
	Against	12,022,456	8.95
	Discretion	29,466	0.02
	Votes Withheld	92,912	
4D, RE-ELECT RUSSELL SHIELS	For	122,323,422	91.02
	Against	12,023,701	8.95
	Discretion	44,407	0.03
	Votes Withheld	92,912	
4E, RE-ELECT PETER WILSON	For	122,305,677	91.01
	Against	12,043,366	8.96
	Discretion	44,407	0.03
	Votes Withheld	90,992	
4F, RE-ELECT GILBERT MCCARTHY	For	122,326,587	91.02
	Against	12,022,456	8.95
	Discretion	44,407	0.03
	Votes Withheld	90,992	
4G, RE-ELECT HELEN KIRKPATRICK	For	131,823,114	98.09
	Against	2,525,929	1.88
	Discretion	44,407	0.03
	Votes Withheld	90,992	
4H, RE-ELECT KIERAN MURPHY	For	132,385,825	98.51
	Against	1,961,298	1.46
	Discretion	44,407	0.03
	Votes Withheld	92,912	

4I, ELECT LINDA HICKEY	For	129,995,842	96.73
	Against	4,349,201	3.24
	Discretion	44,407	0.03
	Votes Withheld	94,992	
5, REMUNERATION OF AUDITORS	For	133,933,106	99.66
	Against	409,825	0.3
	Discretion	47,929	0.04
	Votes Withheld	93,582	
6, DIRECTORS TO ALLOT SECURITIES	For	133,600,795	99.51
	Against	634,228	0.47
	Discretion	29,929	0.02
	Votes Withheld	219,490	
7, PRE-EMPTION RIGHTS	For	134,195,741	99.95
	Against	31,862	0.02
	Discretion	29,929	0.02
	Votes Withheld	226,910	
8, PURCHASE COMPANY SHARES	For	133,112,228	99.12
	Against	1,145,319	0.85
	Discretion	29,929	0.02
	Votes Withheld	196,966	
9, RE-ISSUE TREASURY SHARES	For	129,672,952	96.57
	Against	4,582,086	3.41
	Discretion	29,929	0.02
	Votes Withheld	199,475	
10, EGM ON 14 DAYS NOTICE	For	126,021,895	93.84
	Against	8,236,292	6.13
	Discretion	29,929	0.02
	Votes Withheld	196,326	

*A "Vote Withheld" is not a vote in law, and is not included in the total number of votes cast, or the calculation of the proportion of votes "For" and "Against".