

# Kingspan Group Plc

## 2015 Annual General Meeting

All resolutions proposed at the Annual General Meeting of the Company held on the 7 May 2015 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, ADOPT FINANCIAL STATEMENTS	For	135,604,564	99.98
	Against	0	0.00
	Discretion	25,813	0.02
	Votes Withheld	85,714	
2, TO DECLARE FINAL DIVIDEND	For	133,271,802	99.98
	Against	0	0.00
	Discretion	25,813	0.02
	Votes Withheld	2,418,476	
3, APPROVE REPORT REMUNERATION COMMITTEE	For	119,934,098	96.51
	Against	4,316,565	3.47
	Discretion	25,813	0.02
	Votes Withheld	11,439,615	
4A, TO RE-ELECT EURGENE MURTAGH	For	119,901,133	91.88
	Against	10,574,186	8.10
	Discretion	25,837	0.02
	Votes Withheld	5,214,935	
4B, TO RE-ELECT GENE M MURTAGH	For	124,299,777	95.25
	Against	6,175,542	4.73
	Discretion	25,837	0.02
	Votes Withheld	5,214,935	
4C, TO RE-ELECT GEOFF DOHERTY	For	122,873,526	90.59
	Against	12,731,464	9.39
	Discretion	25,837	0.02
	Votes Withheld	85,264	
4D, TO RE-ELECT RUSSELL SHIELS	For	122,416,317	90.26
	Against	13,186,143	9.72
	Discretion	26,867	0.02
	Votes Withheld	86,764	
4E, TO RE-ELECT PETER WILSON	For	123,973,425	91.41
	Against	11,627,775	8.57
	Discretion	29,627	0.02
	Votes Withheld	85,264	
4F, TO RE-ELECT GILBERT MCCARTHY	For	121,315,462	89.45
	Against	14,289,528	10.54
	Discretion	25,837	0.02
	Votes Withheld	85,264	
4G, TO RE-ELECT HELEN KIRKPATRICK	For	133,166,303	98.18
	Against	2,437,887	1.80
	Discretion	25,837	0.02
	Votes Withheld	86,064	
4H, TO RE-ELECT LINDA HICKEY	For	130,808,410	96.45
	Against	4,794,280	3.53
	Discretion	25,837	0.02
	Votes Withheld	87,564	

4I, TO ELECT MICHAEL CAWLEY	For	134,722,373	99.33
	Against	880,217	0.65
	Discretion	28,237	0.02
	Votes Withheld	85,264	
4J, TO ELECT JOHN CRONIN	For	130,795,515	96.43
	Against	4,806,945	3.54
	Discretion	28,367	0.02
	Votes Withheld	85,264	
5, REMUNERATION OF AUDITORS	For	133,116,696	98.15
	Against	2,453,528	1.81
	Discretion	60,603	0.04
	Votes Withheld	85,264	
6, DIRECTORS TO ALLOT SECURITIES	For	131,466,007	97.00
	Against	4,034,029	2.98
	Discretion	25,837	0.02
	Votes Withheld	190,218	
7, DIS-APPLICATION OF PRE-EMPTION RIGHTS	For	135,421,636	99.93
	Against	74,400	0.05
	Discretion	25,837	0.02
	Votes Withheld	194,218	
8, PURCHASE OF COMPANY SHARES	For	134,494,002	99.24
	Against	1,005,617	0.74
	Discretion	26,867	0.02
	Votes Withheld	189,605	
9, RE-ISSUE TREASURY SHARES	For	129,099,619	95.26
	Against	6,402,867	4.72
	Discretion	25,837	0.02
	Votes Withheld	187,768	
10, TO APPROVE CONVENING EGM ON 14 DAYS NOTICE	For	127,801,652	94.31
	Against	7,687,133	5.67
	Discretion	25,813	0.02
	Votes Withheld	201,493	

\*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".