

Kingspan Group Plc

2017 Annual General Meeting

All resolutions proposed at the Annual General Meeting of the Company held on the 27 April 2017 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 FINACIAL STATEMENTS	For	131,687,924	99.52
	Against	0	0.00
	Discretion	628,564	0.48
	Votes Withheld	2,047,876	
2, TO DECLARE FINAL DIVIDEND	For	132,067,948	99.19
	Against	450,000	0.34
	Discretion	628,564	0.47
	Votes Withheld	1,217,852	
3, APPROVE REPORT REMUNERATION COMMITTEE	For	128,669,188	96.44
	Against	4,119,316	3.09
	Discretion	628,564	0.47
	Votes Withheld	947,296	
4A, TO RE-ELECT EUGENE MURTAGH	For	118,743,620	90.89
	Against	11,270,538	8.63
	Discretion	628,564	0.48
	Votes Withheld	3,721,642	
4B, TO RE-ELECT GENE M MURTAGH	For	124,585,473	92.96
	Against	8,807,164	6.57
	Discretion	628,764	0.47
	Votes Withheld	342,963	
4C, TO RE-ELECT GEOFF DOHERTY	For	121,941,409	90.87
	Against	11,624,754	8.66
	Discretion	628,764	0.47
	Votes Withheld	169,437	
4D, TO RE-ELECT RUSSELL SHIELS	For	116,215,716	86.41
	Against	17,650,447	13.12
	Discretion	628,764	0.47
	Votes Withheld	169,437	
4E, TO RE-ELECT PETER WILSON	For	121,839,377	90.79
	Against	11,726,786	8.74
	Discretion	628,764	0.47
	Votes Withheld	169,437	
4F, TO RE-ELECT GILBERT MCCARTHY	For	115,917,100	86.38
	Against	17,649,063	13.15
	Discretion	628,764	0.47
	Votes Withheld	169,437	
4G, TO RE-ELECT HELEN KIRKPATRICK	For	132,309,627	98.60
	Against	1,256,536	0.94
	Discretion	628,764	0.47
	Votes Withheld	169,437	
4H, TO RE-ELECT LINDA HICKEY	For	124,544,015	98.62
	Against	1,115,400	0.88
	Discretion	628,764	0.50
	Votes Withheld	8,076,185	

4I, TO RE-ELECT MICHAEL CAWLEY	For	131,178,670	98.25
	Against	1,708,114	1.28
	Discretion	628,764	0.47
	Votes Withheld	848,816	
4J, TO RE-ELECT JOHN CRONIN	For	124,090,103	98.26
	Against	1,564,312	1.24
	Discretion	633,764	0.50
	Votes Withheld	8,076,185	
4K, TO RE-ELECT BRUCE MCLENNAN	For	132,159,887	98.48
	Against	1,394,776	1.04
	Discretion	640,264	0.48
	Votes Withheld	169,437	
5, REMUNERATION OF AUDITORS	For	130,289,362	97.02
	Against	3,352,387	2.50
	Discretion	651,815	0.49
	Votes Withheld	70,800	
6, INCREASE IN AUTHORISED SHARE CAPITAL	For	131,011,258	97.51
	Against	2,706,289	2.01
	Discretion	643,279	0.48
	Votes Withheld	3,538	
7, DIRECTORS TO ALLOT SECURITIES	For	133,363,445	99.26
	Against	351,563	0.26
	Discretion	646,264	0.48
	Votes Withheld	3,092	
8, DIS-APPLICATION OF PRE-EMPTION RIGHTS	For	132,808,405	99.08
	Against	587,068	0.44
	Discretion	646,979	0.48
	Votes Withheld	10,092	
9, ADDITIONAL 5% DIS-APPLICATION OF PRE-EMPTION RIGHTS	For	132,799,458	98.84
	Against	918,389	0.68
	Discretion	640,479	0.48
	Votes Withheld	6,038	
10, PURCHASE OF COMPANY SHARES	For	132,810,123	98.84
	Against	913,077	0.68
	Discretion	639,564	0.48
	Votes Withheld	1,600	
11, RE-ISSUE TREASURY SHARES	For	133,611,766	99.44
	Against	109,496	0.08
	Discretion	639,564	0.48
	Votes Withheld	3,538	
12, TO APPROVE CONVENING EGM ON 14 DAYS NOTICE	For	128,209,051	95.43
	Against	5,504,803	4.10
	Discretion	633,564	0.47
	Votes Withheld	16,946	
13, ADOPT NEW PERFORMANCE SHARE PLAN	For	93,515,403	73.97
	Against	32,279,430	25.53
	Discretion	634,129	0.50
	Votes Withheld	7,935,402	

*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".