The Chairman of Kingspan Group plc invites you to attend the Annual General Meeting of the Company to be held at The Herbert Park Hotel, Ballsbridge, Dublin 4, Ireland on Friday, 20 April 2018 at 10.00am.

Explanatory Notes:

1. Every holder has the right to appoint some other person(s) of their choice, who need not be a shareholder as his proxy to exercise all or any of his rights, to attend, speak and vote at their behalf at the meeting. If you wish to appoint a person other than the Chairman, please insert the name of your chosen proxy holder in the space provided (see reverse). A Shareholder may appoint more than one proxy to attend and vote at the meeting provided each proxy is appointed to exercise rights attached to different shares held by that Shareholder. If the proxy is being appointed in relation to less than your full voting entitlement, please enter in the box next to the proxy holder’s name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. If left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this proxy form has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account). Where a poll is taken at the AGM, a Shareholder, present in person or proxy, holding more than one share is not required to cast all their votes in the same way.

2. To appoint more than one proxy, an additional proxy form(s) may be obtained by contacting the Registrar’s helpline on +353 1 447 5103 or you may photocopy the reverse only of this form. Please indicate in the box next to the proxy holder’s name (see reverse) the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

3. To be effective, the completed Form of Proxy together with any power of attorney or other authority under which it is executed, or a notarially certified copy thereof, must be deposited with the Registrar of the Company before the deadline set out above. A Shareholder wishing to appoint a proxy by electronic means may do so on the Registrar’s website www.eproxyappointment.com. Details of the requirements are set out in the box above. A Shareholder who wishes to appoint more than one proxy by electronic means must contact the Registrars by sending an email to clientservices@computershare.ie.

4. The ‘Vote Withheld’ option overleaf is provided to enable you to abstain on any particular resolution. However, it should be noted that a ‘Vote Withheld’ is not a vote in law and will not be counted in the calculation of the proportion of the votes ‘For’ and ‘Against’ a resolution.

5. Pursuant to Section 1095 of the Companies Act 2014 and regulation 14 of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996, entitlement to attend and vote at the meeting and the number of votes which may be cast thereat will be determined by reference to the Register of Members of the Company at close of business on the day which is two days before the date of the meeting. Changes to entries on the Register of Members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting.

6. To appoint one or more proxies or to give an instruction to a proxy (whether previously appointed or otherwise) via the CREST system, CREST messages must be received by the issuer’s agent (ID number 3RA50) not later than 10.00am on Wednesday, 18 April 2018. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer’s agent is able to retrieve the message. The Company may treat as invalid a proxy appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Companies Act, 1990 (Uncertificated Securities) Regulations 1996.

7. The above is how your address appears on the Register of Members. If this information is incorrect please ring the registrar’s helpline on +353 1 447 5103 to request a change of address form or go to www.investorcentre.com to use the online Investor Centre service.

8. Any alterations made to this form should be initialed.

9. The appointment of a proxy will not preclude a member from attending the meeting and voting in person.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. The Company and Computershare Investor Services (Ireland) Limited accept no liability for any instruction that does not comply with these conditions.
**Poll Card** To be completed only at the AGM if a Poll is called.

### Ordinary Business
1. To adopt the Financial Statements. [ ] [ ] [ ]
2. To declare a final dividend. [ ] [ ] [ ]
3. To approve the report of the Remuneration Committee. [ ] [ ] [ ]
4. (a) To re-elect Eugene Murtagh as a director. [ ] [ ] [ ]
   (b) To re-elect Gene M. Murtagh as a director. [ ] [ ] [ ]
   (c) To re-elect Geoff Doherty as a director. [ ] [ ] [ ]
   (d) To re-elect Russell Shiels as a director. [ ] [ ] [ ]
   (e) To re-elect Peter Wilson as a director. [ ] [ ] [ ]
   (f) To re-elect Gilbert McCarthy as a director. [ ] [ ] [ ]
   (g) To re-elect Helen Kirkpatrick as a director. [ ] [ ] [ ]
   (h) To re-elect Linda Hickey as a director. [ ] [ ] [ ]
   (i) To re-elect Michael Cawley as a director. [ ] [ ] [ ]
5. To authorise the directors to fix the remuneration of the auditors. [ ] [ ] [ ]
6. To authorise the directors to allot securities. [ ] [ ] [ ]
7. Dis-application of pre-emption rights. [ ] [ ] [ ]
8. Additional 5% disapplication of pre-emption rights. [ ] [ ] [ ]
9. Purchase of company shares. [ ] [ ] [ ]
10. Re-issue of treasury shares. [ ] [ ] [ ]
11. To approve the convening of certain EGMs on 14 days’ notice. [ ] [ ] [ ]

### Special Business
1. To adopt the Financial Statements. [ ] [ ] [ ]
2. To declare a final dividend. [ ] [ ] [ ]
3. To approve the report of the Remuneration Committee. [ ] [ ] [ ]
4. (a) To re-elect Eugene Murtagh as a director. [ ] [ ] [ ]
   (b) To re-elect Gene M. Murtagh as a director. [ ] [ ] [ ]
   (c) To re-elect Geoff Doherty as a director. [ ] [ ] [ ]
   (d) To re-elect Russell Shiels as a director. [ ] [ ] [ ]
   (e) To re-elect Peter Wilson as a director. [ ] [ ] [ ]
   (f) To re-elect Gilbert McCarthy as a director. [ ] [ ] [ ]
   (g) To re-elect Helen Kirkpatrick as a director. [ ] [ ] [ ]
   (h) To re-elect Linda Hickey as a director. [ ] [ ] [ ]
   (i) To re-elect Michael Cawley as a director. [ ] [ ] [ ]
   (j) To re-elect John Cronin as a director. [ ] [ ] [ ]
   (k) To re-elect Bruce McLennan as a director. [ ] [ ] [ ]
   (l) To elect Dr Jost Massenberg. [ ] [ ] [ ]
5. To authorise the directors to fix the remuneration of the auditors. [ ] [ ] [ ]
6. To authorise the directors to allot securities. [ ] [ ] [ ]
7. Dis-application of pre-emption rights. [ ] [ ] [ ]
8. Additional 5% disapplication of pre-emption rights. [ ] [ ] [ ]
9. Purchase of company shares. [ ] [ ] [ ]
10. Re-issue of treasury shares. [ ] [ ] [ ]
11. To approve the convening of certain EGMs on 14 days’ notice. [ ] [ ] [ ]

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**Form of Proxy**

Please use a black pen. Mark with an X inside the box as shown in this example. You can also instruct your proxy not to vote on a resolution by inserting an *X* in the vote withheld box.

I/we hereby appoint the Chairman of the Meeting OR the following person as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf on any matter at the Annual General Meeting of Kingspan Group plc to be held at The Herbert Park Hotel, Ballsbridge, Dublin 4, Ireland on Friday, 20 April 2018 at 10.00am, and at any adjournment thereof.

I/we direct my/our proxy to vote on the specified resolutions as indicated by an X in the appropriate box.

* For the appointment of more than one proxy, please refer to Explanatory Note 2 (see front).

Please tick here to indicate that this proxy appointment is one of multiple appointments being made.

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**Signature**

Date  

In the case of a body corporate, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).