

Kingspan Group plc

Notice of Annual General Meeting



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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to what action you should take you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional financial adviser (being in the case of shareholders in Ireland an organisation or firm authorised or exempted pursuant to the European Communities (Markets in Financial Instruments) Regulations (Nos. 1 to 3) 2007 or the Investment Intermediaries Act 1995 and in the case of shareholders in the United Kingdom, an adviser authorised or exempted pursuant to the Financial Services and Markets Act 2000).

If you have sold or otherwise transferred all your shares please forward this document together with the 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.

Letter from the Chairman and Notice of Annual General Meeting

Notice of the 37th Annual General Meeting of Kingspan Group plc

to be held on Thursday 27 April 2017
at 10:00 a.m. at The Herbert Park Hotel,
Ballsbridge, Dublin 4
is set out in this document.

Letter to the Shareholders Kingspan Group plc

8 MARCH 2017 | NOTICE OF ANNUAL GENERAL MEETING ("AGM")

Dear Shareholder,

I enclose for your attention Notice of the 37th Annual General Meeting of Kingspan Group plc, and invite you to join me on Thursday 27 April 2017 at The Herbert Park Hotel, Ballsbridge, Dublin 4 at 10:00 a.m.

The resolutions to be proposed at the forthcoming AGM are set out on pages 5–9 of this Notice, with further explanatory notes set out on pages 11–13 (and the appendix on pages 14–17 of this circular).

Kingspan had another record year in 2016, with trading profits of €340.9m, up 33%. For further details, I would encourage all Shareholders to read the Company's Business & Strategic Review for 2016 and the Financial Statements which are contained in the Annual Report, all of which are available on www.kingspan.com. Accordingly the Board is pleased to recommend a final dividend of 23.5 cent per share which, if approved at the Annual General Meeting, will give a total dividend for the year of 33.5 cent.

In accordance with Kingspan's commitment to best practice corporate governance, all of your Board will retire and offer themselves for re-election by the Shareholders. A brief biography of each of the directors is set out in the notes to the resolutions. 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. Also this year, as part of Kingspan's shareholder engagement, the Board is once again putting the report of the Remuneration Committee to an advisory vote.

The first seven items of special business at the AGM (Resolutions 6 to 12) relate to the maximum authorised share capital of the Company, the disapplication of pre-emption rights and the renewal of authorities previously given for a further 12 month period. These are matters which are now standard for most public companies.

Under the last item of special business (Resolution 13) shareholders are being asked to adopt a new performance share plan (the Plan) that will be available to senior members of group management, including executive directors. This will replace the existing performance share plan that was adopted in 2008. A summary of the Plan is set out in the Appendix attached to the Notice.

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 in the general notes to this circular. You can also submit a question in advance of the AGM, by sending an e-mail to agm@kingspan.com.

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,

Eugene Murtagh
Chairman

Notice of Annual General Meeting ("AGM")

Notice is hereby given that the 37th Annual General Meeting of Kingspan Group plc will be held at The Herbert Park Hotel, Ballsbridge, Dublin 4 at 10:00 a.m. on Thursday 27 April 2017 for the following purposes:

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 auditors for the year ended 31 December 2016.
- 2. Dividend**
To declare a final dividend for the year ended 31 December 2016 of 23.5 cent per share.
- 3. Report of the Remuneration Committee**
To approve the report on directors' remuneration for the year ended 31 December 2016.
- 4. Election of directors**
 - 4(a) To re-elect Eugene Murtagh as a director.
 - 4(b) To re-elect Gene M. Murtagh as a director.
 - 4(c) To re-elect Geoff Doherty as a director.
 - 4(d) To re-elect Russell Shiels as a director.
 - 4(e) To re-elect Peter Wilson as a director.
 - 4(f) To re-elect Gilbert McCarthy as a director.
 - 4(g) To re-elect Helen Kirkpatrick as a director.
 - 4(h) To re-elect Linda Hickey as a director.
 - 4(i) To re-elect Michael Cawley as a director.
 - 4(j) To re-elect John Cronin as a director.
 - 4(k) To re-elect Bruce McLennan as a director.
(each of which shall be proposed as a separate resolution).
- 5. Auditors' remuneration**
To authorise the directors to fix the remuneration of the auditors for the year ending 31 December 2017.

As special business:

- 6. Increase in authorised share capital**
To consider and, if thought fit, to pass as a Special Resolution that:
 - (a) the authorised share capital of the Company be and is hereby increased from €28,600,000 divided into 220,000,000 ordinary shares of €0.13 each to €32,500,000 divided into 250,000,000 ordinary shares of €0.13 each, by the creation of 30,000,000 ordinary shares of €0.13 each, such shares to rank pari passu with the existing ordinary shares in the capital of the Company;
 - (b) the memorandum of association of the Company be and is hereby amended by the deletion of the first sentence of Clause 5 and the substitution therefor of the following sentence:
"The share capital of the Company is €32,500,000 divided into 250,000,000 shares of €0.13 each, with power to increase the share capital."; and
 - (c) the articles of association of the Company be and are hereby amended by the deletion of Article 3 in its entirety and the substitution therefor of the following new Article 3:
"The capital of the Company is €32,500,000 divided into 250,000,000 ordinary shares of €0.13 each."

7. 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 relevant securities within the meaning of Section 1021 of that Act up to an amount equal to the authorised but as yet unissued share capital of the Company at the close of business on the date of the passing of this resolution. 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 27 July 2018 unless previously renewed, varied or revoked by the Company in General Meeting 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.

8. Dis-application of pre-emption rights in respect of up to 5% of the Company's issued share capital

Subject to the passing of the previous resolution, 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 7 above as if subsection (1) of the said Section 1022 did not apply to any such allotment provided that this power shall be limited:

- (a) to the allotment of equity securities in connection with a rights issue, open offer or other invitation to or in favour of the holders of ordinary shares where the equity securities respectively attributable to the interests of such holders are proportional (as nearly as may be) to the respective numbers of ordinary shares held by them but subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with legal or practical problems in respect of overseas shareholders, 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 5% 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 27 July 2018 (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.

9. Dis-application of pre-emption rights in respect of an additional 5% of the Company's issued share capital

Subject to the passing of Resolution 7, 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 8, 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 7 above as if subsection (1) of the said Section 1022 did not apply to any such allotment provided that this power shall be:

- (a) limited to the allotment of equity securities up to a maximum aggregate nominal value equal to 5% 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 Disapplying Pre-emption Rights most recently published by the UK Pre-emption Group 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 27 July 2018 (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. 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 (as defined by Section 1072 of the Companies Act 2014) of shares of any class in the Company ("Shares") 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 aggregate nominal value of the Shares authorised to be acquired pursuant to the terms of this resolution shall not exceed 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; and
- (b) the minimum price which may be paid for any Share shall be an amount equal to the nominal value thereof; and
- (c) the maximum price which may be paid for any Share (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 of the last independent trade and the highest current independent bid on the Irish Stock Exchange at the time the purchase is carried out,

where the average market value of a Share for the purpose of sub-paragraph (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 Irish Stock Exchange 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 or its equivalent;

- (d) the authority conferred by this resolution shall include authority to make overseas market purchases (as defined by Section 1072 of the Companies Act 2014) of Shares on the London Stock Exchange, provided that (a) any such purchase shall be subject to any requirements of the laws of the United Kingdom of Great Britain and Northern Ireland as shall apply thereto and (b) the maximum price which may be paid for any Shares so purchased shall be the higher of:
- (i) 5% above the average of the middle market quotations for the Shares as derived from the London Stock Exchange Daily Official List for the five business days preceding the date of purchase; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange at the time the purchase is carried out,

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 London Stock Exchange or its equivalent;

- (e) the authority hereby granted shall expire at the conclusion of the next Annual General Meeting of the Company or on the date 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.

11. Treasury shares

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

That, subject to the passing of Resolution 10, for the purposes of Sections 109 and 1078 of the Companies Act 2014, the re-issue 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-issued off-market shall be as follows:

- (a) the maximum price at which a Treasury Share may be re-issued 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-issued off-market 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 ((1), (2) or (3) 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-issued as determined from the information published in the Irish Stock Exchange Daily Official List reporting the business done on each of those five business 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 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 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 the date 18 months after the date of passing of this resolution (whichever is earlier) unless previously varied or renewed in accordance with the provisions of Section 109 and/or 1078 of the Companies Act 2014.

12. General meetings

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

That 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.

13. Approval and adoption of the Kingspan Group plc 2017 Performance Share Plan

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

That the Kingspan Group plc 2017 Performance Share Plan, the principal terms of which are summarised in the Appendix attached to this Notice and as shown in the Rules of the Plan produced to the Meeting and signed by the Chairman for the purposes of identification, be approved and that the directors be and are hereby authorised to do all such acts and things that they may consider appropriate to implement the Plan.

By Order of the Board
Lorcan Dowd, Company Secretary

8 March 2017

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Notes on Resolutions

Resolution 1:

Financial statements

The directors will present the report and accounts of the Company for the year ended 31 December 2016. A full copy of the Kingspan Group plc Annual Report 2016 is available on www.kingspan.com.

Resolution 2:

Final dividend

The directors are proposing a final dividend for the year ended 31 December 2016 of 23.5 cent per share. If approved, the final dividend will be paid (subject to Irish withholding tax rules) on 5 May 2017 to shareholders on the register at close of business on 31 March 2017.

Resolution 3:

Report of the Remuneration Committee

The Report of the Remuneration Committee is contained in the Annual Report which is available on www.kingspan.com. It complies with the provisions of Section D of the UK Corporate Governance Code (September 2014) and the Irish Corporate Governance Annex. This is an advisory resolution, and is not binding on the Company.

Resolution 4:

Election of directors

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.

4(a) Eugene Murtagh (74) is the non-executive Chairman of the Group. *Skills & experience:* He founded the Kingspan business in the 1960's and, as CEO until 2005, he led its growth and development to become an international market leader. He has an unrivalled understanding of the Group, its business and ethos, and brings to the Board his leadership and governance skills. *Committees:* Nominations (19 years, chair).

4(b) Gene M. Murtagh (45) is the Group Chief Executive Officer. He was appointed to the Board in November 1999. *Skills & experience:* He was previously the Chief Operating Officer from 2003 to 2005. Prior to that he was managing director of the Group's Insulated Panels business and of the Environmental business. He joined the Group in 1993, and has a deep knowledge of all of the Group's businesses and the wider construction materials industry. *Committees:* Nominations (9½ years).

4(c) Geoff Doherty (45) is the Group Chief Financial Officer. He joined the Group, and was appointed to the Board, in January 2011. *Skills & experience:* Prior to joining Kingspan he was the Chief Financial Officer of Greencore Group plc and Chief Executive of its property and agribusiness activities. He is a qualified chartered accountant, with extensive experience of capital markets and financial leadership in an international manufacturing environment.

4(d) Russell Shiels (55) is President of the Group's Insulated Panels business in the Americas and the Group's global Access Floors business. He joined the Board in December 1996. *Skills & experience:* He has experience in many of the Group's key businesses, and was previously managing director of the Group's Building Components and Raised Access Floors businesses in the UK. He brings to the Board his particular knowledge of the North American building envelope market, as well as his understanding of the office and datacentre market globally.

4(e) Peter Wilson (60) is Managing Director of the Group's Insulation Boards business. He was appointed to the Board in February 2003. *Skills & experience:* He has been with the Group since 1981, and has led the Insulation Boards division since 2001. He brings to the Board over 30 years' knowledge and experience of the global insulation industry.

4(f) Gilbert McCarthy (45) is Managing Director of the Group's Insulated Panels businesses in the UK, Ireland, Western Europe, Middle East and Australasia. He was appointed to the Board in September 2011. *Skills & experience:* He joined the Group in 1998, and has held a number of senior management positions including managing director of the Off-site division and general manager of the Insulation Boards business. He brings to the Board his extensive knowledge of the building envelope industry, in particular in Western Europe and Australasia.

4(g) Helen Kirkpatrick (58) joined the Board in June 2007. *Skills & experience:* Helen is a Fellow of the Institute of Chartered Accountants in Ireland and a member of the Chartered Institute of Marketing. She was formerly a non-executive director of the International Fund for Ireland, Enterprise Equity Venture Capital Group, Crumlin Together Ltd, NI-CO Ltd and Wireless Group plc. She brings her considerable financial and business acumen to the Board and its Committees. *Committees:* Remuneration (8 years, chair), Nominations (8 years), Senior Independent Director. *External appointments:* Non-executive director of Dale Farm Co-operative Limited, and a member of the Audit Committee of Queen's University Belfast.

4(h) Linda Hickey (55) was appointed to the Board in June 2013. *Skills & experience:* She is a registered stockbroker and the Head of Corporate Broking at Goodbody Capital Markets, where she has worked since 2004. Previously she worked at NCB Stockbrokers and Merrill Lynch. She brings to the Board her considerable knowledge and experience in capital markets and corporate governance. *Committees:* Audit (3½ years), Nominations (2½ years), Remuneration (1½ years). *External appointments:* Member of the board of the Irish Blood Transfusion Service.

4(i) Michael Cawley (62) was appointed to the Board in May 2014. *Skills & experience:* He is a chartered accountant, and was formerly Chief Operating Officer & Deputy Chief Executive of Ryanair. Prior to joining Ryanair he had experience in a number of different distribution and manufacturing industries, including as Finance Director of the Gowan Group, one of Ireland's largest private companies. He brings his extensive international financial and business experience to the Board and the Audit Committee. *Committees:* Audit (2½ years, chair), Remuneration (2½ years). *External appointments:* Chairman of Fáilte Ireland, and Non-executive director of Paddy Power Betfair plc, Ryanair Holdings plc, Hostelworld Group plc, and Gowan Group Ltd.

4(j) John Cronin (57) was appointed to the Board in May 2014. *Skills & experience:* He is a qualified solicitor, and a partner and former chairman of McCann FitzGerald. He has more than 25 years' experience in banking, structured finance and capital markets matters, and is a member of the International Bar Association. Since 2015 he is a council member of the British Irish Chamber of Commerce. He brings valuable legal, corporate governance and capital markets experience to the Board. *Committees:* Nominations (2½ years), Audit (1½ years). *External appointments:* None.

4(k) Bruce McLennan (52) was appointed to the Board in June 2015. *Skills & experience:* He is Managing Director and Co-Head of Advisory at Gresham Advisory Partners Limited. He is also a Member of the Australian Institute of Company Directors, Australian Society of Certified Practising Accountants, and a Fellow of the Securities Institute of Australia. He brings to the Board over 30 years' experience in investment banking, and a broad knowledge of international capital markets and strategic and corporate planning. *Committees:* None. *External appointments:* Member of Australian Takeovers Panel.

Resolution 5: Auditors' remuneration

The directors are seeking to renew their authority to fix the remuneration of the auditors for the year ending 31 December 2017.

Resolution 6: Increase in Authorised Share Capital

The Company is seeking approval from shareholders to an increase in the Company's authorised share capital by the creation of 30,000,000 ordinary shares of €0.13 each.

The increase in the authorised ordinary share capital is necessary to maintain the authorised but unissued share capital at a prudent level. The proposed increase would increase the authorised ordinary share capital by approximately 13.6% and unissued ordinary shares would represent approximately 27.8% of the authorised ordinary share capital.

Shareholders are also being asked to amend the memorandum and articles of association to reflect the proposed change in authorised share capital.

Resolution 7: Allotment of shares

Shareholders are being asked to renew, until the Annual General Meeting in 2018, the usual annual authority of the directors to allot the unissued share capital of the Company which is equal to 28.57% of the issued ordinary share capital of the Company (excluding treasury shares) as at 28 February 2017 (being the latest practicable date prior to publishing this notice). The Company holds 1,919,219 ordinary shares in treasury representing 1.07% 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 that time. The directors currently have no intention to allot such shares at the present time.

Resolution 8: Disapplication of pre-emption rights in respect of up to 5% of the Company's issued share capital

In addition, shareholders are being asked to renew, until the Annual General Meeting in 2018, the power of the directors to dis-apply the statutory pre-emption provisions applying to issues of ordinary shares for cash in the event of a rights issue and for any other issue for cash up to an aggregate of 5% of the nominal value of the Company's issued ordinary share capital. The directors currently have no intention to allot such shares at the present time and will exercise this power only if they consider this to be in the best interests of shareholders generally at that time.

Resolution 9: Disapplication of pre-emption rights in respect of an additional 5% of the Company's issued share capital

Resolution 9, if passed, would also give the directors the power, in certain limited circumstances, to allot equity securities for cash without first being required to offer such shares to the existing shareholders in accordance with statutory pre-emption provisions.

The disapplication of pre-emption rights in respect of a further 5% of the Company's issued share capital in addition to the power proposed to be granted pursuant to Resolution 8 reflects the guidance from the UK Pre-emption Group's revised Statement of Principles published on 12 March 2015 (the Statement of Principles) and the Guidance issued by the Pre-emption Group on 5 May 2016. Apart from in connection with rights issues and other pre-emptive offers, the power will be limited to the allotment of equity securities for cash up to an aggregate of 5% of the nominal value of the Company's issued ordinary share capital provided that the power can only be used in connection with the financing or refinancing of an acquisition or specified capital investment (within the meaning of the Statement of Principles). Any such refinancing must be within six months of the original transaction. 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.

Resolution 10: Purchase of own shares

Shareholders are being asked to provide, until the Annual General Meeting in 2018, an 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.

Resolution 11: Treasury shares

Shareholders' approval is also being sought, where the Company's shares have been repurchased (such shares being known as Treasury Shares), for re-issue 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 of 95% of that average. The directors have no current intention to re-issue such shares at the present time.

There were outstanding at 28 February 2017 (being the latest practicable date prior to publishing this notice), options to subscribe for 2,819,550 ordinary shares, representing approximately 1.58% of the Company's issued share capital at that date. If the repurchase authority were to be exercised in full, the shares subject to these options would represent approximately 1.75% of the Company's issued share capital.

Resolution 12: General meetings

Shareholders are being asked to renew, until the Annual General Meeting in 2018, 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 Company confirms that it would only use the shorter notice period where it is merited by the purpose of the meeting, and directors consider that it is in the interests of the Company to retain this flexibility.

Resolution 13: Kingspan Group plc 2017 Performance Share Plan

The Board is now proposing for shareholder approval a new Performance Share Plan. This new Plan will replace the existing Performance Share Plan that was adopted in 2008 and expires in 2018, after 10 years. The new Plan, as with the previous Plan, will be used to incentivise over 300 senior managers and key employees in 27 countries, including the executive directors. This wider participation embodies the Kingspan corporate culture and it promotes wider ownership and strategic alignment throughout the business.

A copy of the proposed Rules of the new Plan is available for inspection at the registered office of the Company and will be available for inspection at the AGM of the

Company. Resolution 13 will be proposed as an Ordinary Resolution and will invite shareholders to approve the new Plan.

The new Plan has been approved by the Board following a thorough review of senior executive remuneration, in order to ensure that their total rewards are linked to the overall performance of the Company and are both internally aligned and effective in supporting the achievement of the Company's strategic priorities. The review addressed changes in the external environment and in corporate governance good practice since the inception of the existing Plan. In carrying out the review the Company was advised by independent consultants.

The new Plan has been designed to deliver a common and flexible long term incentive framework across the business that clearly aligns senior executive reward with the interests of shareholders, using not only measures of external value creation but also critical internal financial measures of shareholder return.

Appendix

Summary of the principal terms of the Kingspan Group plc 2017 Performance Share Plan (the "Plan")

1. Introduction

The Plan will be administered by the Remuneration Committee (the "Committee") of the Board of Directors (the "Board") of Kingspan Group plc (the "Company").

The Plan provides for the Committee to grant nil or nominal cost options to acquire ordinary shares in the Company ("Shares"). Options are referred to in this summary as awards.

The Plan replaces the Kingspan Group plc 2008 Performance Share Plan.

2. Eligibility

Awards may be granted, at the discretion of the Committee, to employees only, including Executive Directors, of the Company and its subsidiaries (the "Group").

3. Timing of grants

An award may be granted during the period of 42 days following the adoption of the Plan by Shareholders or following the announcement of the Company's annual or half-yearly results. An award may also be granted outside these periods if the Committee considers that exceptional circumstances exist which justify the grant of the award at that time or if there is a restriction on share dealing during that period.

No awards may be granted more than ten years after the Plan is adopted.

4. Individual grant limit

The market value of the 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, in the case of the Chief Executive exceed 200% of his annual regular remuneration and in the case of other participants exceed a lower percentage, as determined by the Committee. However, in exceptional circumstances, for example (but not limited to), to facilitate recruitment, the Committee may grant an award up to 400% of annual regular remuneration in the case of the Chief Executive or such lower limit as the Committee deems appropriate in the case of other executives.

5. Share capital limits

No Shares may be made the subject of an award if it would result in either of the following limits being exceeded:

- (a) in the ten years preceding any given day, the aggregate number of Shares issued or issuable under awards or options granted under all share plans operated by the Company exceeding such number as is equal to 10% of the issued ordinary share capital of the Company on that day; and
- (b) in the three years preceding any given day, the aggregate number of Shares issuable under awards or options granted under all share plans operated by the Company exceeding such number as is equal to 3% of the issued ordinary share capital of the Company on that day.

For the purpose of those limits, the following Shares will be disregarded,

- a) any Shares issued or issuable under any broadly based employee share plan which have been approved in general meeting by the shareholders of the Company; and
- b) any Shares subject to an option that has lapsed or expired or have been renounced or surrendered or has otherwise become incapable of vesting.

6. Vesting of awards

Awards will normally vest no earlier than the third anniversary of the award date and cannot be exercised later than the seventh anniversary of the award date.

An award will not vest or be exercisable unless the Committee is satisfied that the Company's underlying financial performance has shown a sustained improvement in the period since the award date. If this condition is met, the extent of vesting for awards granted to employees of the Company following the adoption of the Plan will be determined by the performance conditions set out below.

7. TSR Performance Condition

Up to 50% of the Shares subject to the award will vest depending on the Company's total shareholder return ("TSR") over a three-year performance period, starting on 1 January in the year in which the award is granted, compared with the TSR of a designated peer group.

The peer group in respect of each award shall comprise the following companies:

Armstrong World Industries	Owens Corning
Boral Ltd	Rockwool Intl. A/S
CRH Plc	SIG Plc
Geberit AG	Sika
Grafton Group Plc	Travis Perkins Plc
Lafarge Holcim	USG Corporation
NCI Building Systems Inc	Wienerberger AG

The Committee may from time to time, at its discretion, modify the composition of the peer group if by reason of any change in the business of any such company, or if any such company ceases to be publicly listed, they consider that it would no longer properly form part of such peer group for the business of the Company or that any one or more other or additional companies would properly form part of such peer group.

Vesting will be determined according to the following table:

<i>Position of the Company in the peer group</i>	<i>Proportion of the total award vesting</i>
Below median	0%
Median	25%
Between median and 75th percentile	25%-50% pro rata
75th percentile or above	50%

TSR shall mean the return that a company has provided for its ordinary shareholders, reflecting share price movements and assuming reinvestment of dividends.

8. EPS Performance Condition

Up to 50% of the Shares subject to the award will vest depending on the growth in the Company's consolidated earnings per share ("EPS") over a three-year performance period starting on 1 January in the year in which the award is granted compared with the change in the Irish Consumer Price Index ("CPI") determined according to the table below. EPS growth year on year will be calculated as per the Company's published annual report:

<i>Company's EPS growth per annum in excess of increase in CPI per annum</i>	<i>Proportion of the total award vesting</i>
Below 5 percentage points	0%
5 percentage points	25%
Between 5 and 10 percentage points	25%-50% pro rata
10 percentage points or more	50%

9. Review of Performance Conditions

No re-testing of the performance conditions is permitted.

The Committee may review the performance conditions for each grant of awards and may apply different conditions to future awards, provided that they remain no less challenging and are aligned with the interests of shareholders, or vary the proportion of the award that is subject to each performance condition, provided that no more than 60% of an award is subject to any single performance condition.

10. Cessation of employment

As a general rule, an award will lapse immediately if a participant ceases to be employed within the Group before the vesting of the award. However, if a participant ceases employment due to:

- death;
- injury or disability;
- redundancy;
- retirement and/or termination of employment with the consent of the member of the Group which employs him/her;
- the company by which the participant is employed ceasing to be a member of the Group;
- the transfer of the undertaking or part-undertaking in which the participant is employed to an entity other than a member of the Group;
- any other exceptional circumstance, at the discretion of the Committee,

the Committee will determine the number of Shares which vest according to the extent that the performance conditions have been met. This number of shares will then be reduced on a pro rata basis to reflect the proportion of the vesting period which has not elapsed at the date of cessation of employment.

A participant must exercise an option within a period specified by the Committee which cannot exceed 12 months (or such other period as the Committee may determine) from the vesting date.

11. Corporate events

If any of the following events arise:

- a person obtains control of the Company as a result of making a general offer to shareholders;
- a proposal is adopted for the reorganisation of the capital of the Company or for the reconstruction or amalgamation of the Company involving a material change in the nature of the Shares comprised in the awards; or

- notice is given of a resolution for the voluntary winding-up of the Company the Committee may in its absolute discretion determine the number of Shares in respect of which each award vests in accordance with its conditions.

The Committee will also specify the period during which an option may be exercised and thereafter it will lapse.

In the event of a reconstruction or reorganisation or amalgamation which results in another company obtaining control of the Company, awards may be exchanged for the grant of awards of substantially equivalent value over shares in the successor company.

12. Adjustment of awards on a variation of share capital

If there is a variation of the Company's share capital, including a capitalisation issue, rights issue or a sub division, consolidation or reduction in the capital of the Company, a demerger of the Company or the payment of a special dividend by the Company, the number of Shares subject to an award and the option price (if any) may be adjusted in such manner as the Committee considers fair and reasonable.

13. Participants' rights

Options are not transferable, except to a participant's personal representatives on the participant's death.

Prior to exercising an option a participant will have no rights over any Shares awarded. On exercise, the Shares will rank equally with the Shares in issue on the exercise date, except that the participant will have no entitlement in respect of any right arising by reference to a date prior to the exercise date.

Unless expressly provided in his/her contract of employment, an eligible employee has no right to be granted an option. The benefit of participation in the Plan will not form any part of an employee's remuneration for pension or any other purpose.

14. Clawback

In circumstances where it considers appropriate to do so the Remuneration Committee, at its sole discretion, may take the following actions:

- Prior to the vesting of an option or the exercise of a vested option reduce the number of Shares to which the option relates, cancel the option or impose additional conditions.
- Following the exercise of an option demand a return of any shares acquired under the terms of the Plan or demand the repayment of the proceeds of the sale of any such Shares.

This facility will expire after a period of two years from the vesting date of the relevant Shares.

15. U.S Participants

The Plan provides for the terms to be modified to comply with the requirements of U.S. Code Section 409A

16. Amendment of the Plan

The Board may from time to time amend the provisions of the Plan, provided that the prior approval of the Company in general meeting is obtained for any amendments to the Plan rules relating to:

- the persons to whom, or for whom, Shares or other benefits are provided under the Plan;
- the limits on the total number of Shares that may be the subject of awards under the Plan over any 10-year or three-year period;
- the maximum entitlement of any one participant; and
- the basis for determining a participant's entitlement to, and the terms of, securities or other benefits to be provided and for the adjustment thereof (if any) if there is a capitalisation issue, rights issue or open offer, subdivision or consolidation of Shares or reduction of capital or any other variation of capital which would be to the advantage of existing or future participants.

The requirement for shareholders' approval will not apply to any minor amendment which is necessary or desirable to benefit or facilitate the administration of the Plan or to take account of a change in legislation or to obtain or maintain favourable taxation, exchange control or regulatory treatment in any territory of any member of the Group or any participant.

General Notes

Entitlement to attend and vote

1. The Company specifies that only those shareholders registered in the register of members of the Company as at 6.00 p.m. on Tuesday 25 April 2017 (or in the case of an adjournment as at 6.00 p.m. on the day two days prior to the adjourned meeting) shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at the time. Changes to entries in the register after that time will be disregarded in determining the right of any person to attend and/or vote at the meeting.

Website giving information regarding the meeting

2. A copy of this Notice, details of the total number of shares and voting rights at the date of this Notice and copies of documentation in relation to the 2017 Annual General Meeting, including proxy forms, are available from www.kingspan.com.

Attending in person

3. The Annual General Meeting will be held at The Herbert Park Hotel, Ballsbridge, Dublin 4, 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.

Appointment of proxies

4. A member entitled to attend, speak and vote at the above meeting is entitled to appoint a proxy to attend, speak and vote on his/her behalf. A member may appoint more than one proxy to attend and vote at the Annual General Meeting in respect of shares held in different securities accounts. 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 need not be a member of the Company.

5. A Form of Proxy for use by members is enclosed with this Notice of Annual General Meeting (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 Annual General Meeting and voting in person should he or she wish to do so.

6. To be valid, the Form of Proxy must be delivered to Computershare Investor Services (Ireland) Limited, PO Box 954, Sandyford, Dublin 18, Ireland (if delivered by post) or at Heron House, Corrig Road, Sandyford

Industrial Estate, Dublin 18, Ireland (if delivered by hand) as soon as possible and, in any event, so as to be received not less than forty-eight hours before the time for the holding of the meeting, or any adjournment thereof.

7. CREST members may appoint one or more proxies through the CREST electronic proxy appointment service in accordance with the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members who have appointed a voting service provider(s) should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Further information on CREST procedures and requirements is contained in the CREST Manual. The message appointing a proxy(ies) must be transmitted so as to be received by the Company's Registrar (CREST Participant ID 3RA50) by the latest times(s) for receipt of proxy appointments specified in this notice of meeting. 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 Registrar is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. The Company may treat as invalid a proxy instruction in the circumstances set out in Regulation 35(5)(a) of the Companies Act 1990 (Uncertificated Securities) Regulations 1996.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that Euroclear UK and Ireland does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or Sponsored Member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

8. To appoint a proxy electronically log onto the website of the Registrar, Computershare Investor Services (Ireland) Limited: www.eproxyappointment.com. Shareholders will require their Shareholder Reference Number (SRN), PIN and Control Number as printed on the accompanying Form of Proxy. Full details of the procedures, including voting instructions are given on the website.

Issued shares and total voting rights

9. The total number of issued ordinary shares as at 28 February 2017 (being the latest practicable date prior to

publishing of this notice of Annual General Meeting) is 178,569,758 (excluding treasury shares). The Company holds 1,919,219 ordinary shares in treasury. On a vote by show of hands every shareholder who is present in person and every proxy has one vote (but no individual shall have more than one vote). On a poll every shareholder shall have one vote for every share carrying voting rights of which he or she is the holder.

The ordinary resolutions require a simple majority of votes cast by shareholders voting in person or by proxy to be passed. The special resolutions require a majority of not less than 75% of votes cast by those who vote either in person or by proxy to be passed.

Questions at the Annual General Meeting

10. Under section 1107 of the Companies Act 2014, the Company must answer any question a shareholder may ask relating to the business being dealt with at the Annual General Meeting unless:

- answering the question would interfere unduly with the preparation for the Annual General Meeting 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 Annual General Meeting 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.

11. 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 table a draft resolution for an item on the agenda of the meeting subject to any contrary provisions in company law. In the case of the 2017 Annual General Meeting, the latest date for submission of such requests is 16 March 2017 (being 42 days prior to the date of the meeting).

The request:

- may be in hard copy form or in electronic form;
- must set out in writing details of 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 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 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.

12. 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 put an item on the agenda of the meeting subject to any contrary provisions in company law. In the case of the 2017 Annual General Meeting, the latest date for submission of such requests is 16 March 2017 (being 42 days prior to the date of the meeting).

The request:

- may be in hard copy form or in electronic form;
- must set out in writing the details of the item the shareholder(s) wish to have included in the AGM agenda;
- must set out in writing the shareholder(s)' reasons why the item is to be included in the AGM agenda;
- 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 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.

Any requested item must not be defamatory of any person.



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