Form of Proxy - Annual General Meeting (‘AGM’) of Kingspan Group plc to be held on 1 May 2020

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, 29 April 2020. 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.

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 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.

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 on 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 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.

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 shall 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, 29 April 2020. 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 on their own 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 who wishes to appoint more than one proxy by electronic means must contact 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.

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.

All Holders
Poll Card  To be completed only at the AGM if a Poll is called.

Ordinary Business
1. To adopt the Financial Statements.  For  Against  Vote  Withheld
2. To declare a final dividend.  For  Against  Vote  Withheld
3. (a) To re-elect Eugene Murtagh as a director.  For  Against  Vote  Withheld
   (b) To re-elect Gene M. Murtagh as a director.  For  Against  Vote  Withheld
   (c) To re-elect Geoff Doherty as a director.  For  Against  Vote  Withheld
   (d) To re-elect Russell Shiels as a director.  For  Against  Vote  Withheld
   (e) To re-elect Peter Wilson as a director.  For  Against  Vote  Withheld
   (f) To re-elect Gilbert McCarthy as a director.  For  Against  Vote  Withheld
   (g) To re-elect Linda Hickey as a director.  For  Against  Vote  Withheld
   (h) To re-elect Michael Cawley as a director.  For  Against  Vote  Withheld
   (i) To re-elect John Cronin as a director.  For  Against  Vote  Withheld
   (j) To re-elect Bruce McLennan as a director.  For  Against  Vote  Withheld

(k) To re-elect Jost Massenberg as a director.  For  Against  Vote  Withheld
(l) To elect Anne Heraty as a director.  For  Against  Vote  Withheld

4. To authorise the remuneration of the auditors.  For  Against  Vote  Withheld

Special Business
5. To receive the report of the Remuneration Committee.  For  Against  Vote  Withheld
6. To authorise the directors to allot securities.  For  Against  Vote  Withheld
7. Dis-application of pre-emption rights.  For  Against  Vote  Withheld
8. Additional 5% disapplication of pre-emption rights.  For  Against  Vote  Withheld
9. Purchase of company shares.  For  Against  Vote  Withheld
10. Re-issue of treasury shares.  For  Against  Vote  Withheld
11. To approve the convening of certain EGMs on 14 days’ notice.  For  Against  Vote  Withheld

Signature

Date  DD / MM / YY

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).