

Kingspan Group Plc

2018 Annual General Meeting

All resolutions proposed at the Annual General Meeting of the Company held on the 20 April 2018 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	142,272,457	99.32
	Against	448,570	0.31
	Discretion	519,515	0.36
	Votes Withheld	2,067,308	0.00
2, TO DECLARE FINAL DIVIDEND	For	143,125,920	99.33
	Against	450,000	0.31
	Discretion	519,515	0.36
	Votes Withheld	1,212,415	0.00
3, APPROVE REPORT REMUNERATION COMMITTEE	For	135,625,226	94.30
	Against	7,681,051	5.34
	Discretion	520,265	0.36
	Votes Withheld	1,482,065	0.00
4A, TO RE-ELECT EUGENE MURTAGH	For	127,324,964	89.71
	Against	14,081,881	9.92
	Discretion	519,515	0.37
	Votes Withheld	3,381,490	0.00
4B, TO RE-ELECT GENE M MURTAGH	For	131,163,949	91.15
	Against	12,208,956	8.48
	Discretion	519,515	0.36
	Votes Withheld	422,294	0.00
4C, TO RE-ELECT GEOFF DOHERTY	For	130,434,083	89.89
	Against	14,155,673	9.76
	Discretion	519,515	0.36
	Votes Withheld	198,579	0.00
4D, TO RE-ELECT RUSSELL SHIELS	For	130,624,980	90.02
	Against	13,964,676	9.62
	Discretion	519,615	0.36
	Votes Withheld	198,579	0.00
4E, TO RE-ELECT PETER WILSON	For	130,625,825	90.02
	Against	13,963,831	9.62
	Discretion	519,615	0.36
	Votes Withheld	198,579	0.00
4F, TO RE-ELECT GILBERT MCCARTHY	For	129,632,689	89.95
	Against	13,963,831	9.69
	Discretion	519,615	0.36
	Votes Withheld	198,579	0.00
4G, TO RE-ELECT HELEN KIRKPATRICK	For	127,610,474	87.83
	Against	17,164,880	11.81
	Discretion	519,615	0.36
	Votes Withheld	12,881	0.00
4H, TO RE-ELECT LINDA HICKEY	For	143,521,043	98.78
	Against	1,254,311	0.86
	Discretion	519,615	0.36
	Votes Withheld	12,881	0.00

4I, TO RE-ELECT MICHAEL CAWLEY	For	134,199,172	97.34
	Against	3,149,698	2.28
	Discretion	519,615	0.38
	Votes Withheld	7,439,365	0.00
4J, TO RE-ELECT JOHN CRONIN	For	142,578,117	98.12
	Against	2,204,418	1.52
	Discretion	521,215	0.36
	Votes Withheld	4,100	0.00
4K, TO RE-ELECT BRUCE MCLENNAN	For	142,645,243	98.17
	Against	2,137,292	1.47
	Discretion	521,215	0.36
	Votes Withheld	4,100	0.00
4L, TO ELECT DR JOST MASSENBERG	For	142,584,586	98.13
	Against	2,196,949	1.51
	Discretion	522,215	0.36
	Votes Withheld	4,100	0.00
5, REMUNERATION OF AUDITORS	For	140,304,926	96.56
	Against	4,477,536	3.08
	Discretion	523,115	0.36
	Votes Withheld	2,273	0.00
6, DIRECTORS TO ALLOT SECURITIES	For	135,758,801	93.43
	Against	9,024,049	6.21
	Discretion	522,345	0.36
	Votes Withheld	2,655	0.00
7, DIS-APPLICATION OF PRE-EMPTION RIGHTS	For	144,173,160	99.22
	Against	607,020	0.42
	Discretion	522,215	0.36
	Votes Withheld	5,455	0.00
8, ADDITIONAL 5% DIS-APPLICATION OF PRE-EMPTION RIGHTS	For	143,500,209	98.76
	Against	1,279,101	0.88
	Discretion	522,215	0.36
	Votes Withheld	6,325	0.00
9, PURCHASE OF COMPANY SHARES	For	144,099,223	99.17
	Against	679,612	0.47
	Discretion	522,115	0.36
	Votes Withheld	6,900	0.00
10, RE-ISSUE TREASURY SHARES	For	144,001,364	99.11
	Against	777,101	0.53
	Discretion	522,215	0.36
	Votes Withheld	7,170	0.00
11, TO APPROVE CONVENING EGM ON 14 DAYS NOTICE	For	138,040,718	95.00
	Against	6,737,247	4.64
	Discretion	522,115	0.36
	Votes Withheld	7,770	0.00

*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".