The Annual General Meeting
The Annual General Meeting of the Company will be held at
The Herbert Park Hotel, Ballsbridge, Dublin 4 on Friday 3 May 2019 at 10.00 a.m.
Notice of the 2019 AGM will be made available to view online at
www.kingspan.com/agm2019
You may submit your votes electronically by accessing
Computerhane's website:
www.eproxyappointment.com
You will be asked for your Shareholder Reference Number (SRN), Control Number, and PIN, all of which will have been
sent to shareholders in advance of the meeting. To be valid, your proxy vote must be received by Computerhane no later
than 10.00 am on Wednesday 1 May 2019 (48 hours before the meeting).

Amalgamation of shareholders accounts
Shareholders who receive duplicate sets of Company mailings
due to multiple accounts in their names should write to the
Company's Registrar to have their accounts amalgamated.

Warning to shareholders
Many companies have become aware that their shareholders
have received unsolicited phone calls or correspondence
concerning investment matters. These are typically from
overseas based "brokers" who target shareholders offering
to sell them what often turn out to be worthless or high-risk
investments in US or UK investments. They can be very persistent
and extremely persuasive. Shareholders are therefore advised
to be very wary of any unsolicited advice, offers to buy shares at
a discount or offers of free company reports.

Please note that it is very unlikely that either the Company or
the Company's Registrar, Computerhane, would make
unsolicited telephone calls to shareholders and that any such
calls would relate only to documentation already
 circulated to shareholders and never in respect of investment "advice".

If you are in any doubt about the veracity of an unsolicited
phone call, please call either the Company Secretary or the
Company information
Kingspan Group plc was incorporated on
14 August 1979. It is an Irish domiciled company and the registered office is
Kingspan Group plc is 70576.

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Stockbrokers
Goodbody, Ballsbridge Park, Ballsbridge, Dublin 4, Ireland.

Auditor
KPMG, Chartered Accountants & Statutory Auditor,
1 Stokes Place, St Stephen’s Green, Dublin 2, Ireland.
Information Required by the European Communities (Takeover Bids (Directive 2004/25/EC))
Regulations 2006
The information required by Regulation 21 of the above Regulations
as at 31 December 2018 is set out below.

Rights and obligations attaching to the Ordinary Shares
The Company has no securities in issue conferring special rights with
regards control of the Company.
All Ordinary Shares rank pari passu, and the rights attaching to the
Ordinary Shares (including as to voting and transfer) are set out in
the Company's Articles of Association ("Articles"). The Articles of
Association also contain the rules relating to the appointment and
removal of directors, rules relating to amending the Articles of
Association, the powers of the Company's directors and in relation
to issuing or buying back of the Company's shares. A copy of
the Articles may be found at shareowners.kingspan.com or may be
obtained on request to the Company Secretary.

Holders of Ordinary Shares are entitled to receive duly declared
dividends in cash or, when offered, additional Ordinary Shares.
In the event of any surplus arising on the occasion of the liquidation
of the Company, shareholders would be entitled to a share in that
surplus pro rata to their holdings of Ordinary Shares.

Holdings of Ordinary Shares are entitled to receive notice of annual
to attend, speak and vote in person or by proxy, at general meetings
having, on a show of hands, one vote, and, on a poll, one vote
each for Ordinary Share held. Procedures and deadlines for
entitlement to exercise, and exercise of, voting rights are specified
in the notice convening the general meeting in question. There
are no restrictions on voting rights except in the circumstances
where a "Specified Event" (as defined in the Articles) shall have
occurred and the Directors have served a Restriction Notice on the
shareholder. Upon the service of such Restriction Notice, no holder
of the shares specified in the notice shall, for so long as such notice
shall remain in force, be entitled to attend or vote at any general
meeting, either personally or by proxy.

Holders of transferable ordinary shares
The Ordinary Shares may be held in either certificated or
uncertificated form.

Save as set out below, there is no requirement to obtain the approval
of the Company, or of other shareholders, for a transfer of Ordinary Shares. The Directors may decline to register (a)
the transfer of a partly-paid share in the possession of whom they
do not approve, (b) any transfer of a share to more than four
joint holders, (c) any transfer of a share on which the Company
has a lien, and (d) any transfer of a certificated share unless
accompanied by the share certificate and such other evidence of
title as may reasonably be required. The registration of transfers
of shares may be suspended at such times and for such periods (not
exceeding 30 days in each year) as the Directors may determine. Transfer instruments for certificated shares are executed by or
on behalf of the transferor and, in cases where the share is not fully
paid, by or on behalf of the transferee. Transfers of uncertificated
shares may be effected by means of a relevant system in the
manner provided for in the Companies Act, 1990 (Uncertificated Securities) Regulations, 1996 (the “CREST Regulations”) and the
rules of the relevant system. The Directors may refuse to register a
transfer of uncertificated shares only in such circumstances as may
be required by the CREST Regulations.

Rules concerning the appointment and replacement of the directors and amendment of the Company's Articles
Unless otherwise determined by ordinary resolution of the Company, the number of Directors shall not be less than two or
more than 15.
Subject to that limit, the shareholders in general meeting may
appoint any person to be a director either to fill a vacancy or as
an additional director. The directors also have the power to co-opt
additional persons as directors, but any director so co-opted is
under the Articles required to be submitted to shareholders for
re-election at the first annual general meeting following his or her
co-option.

The Articles require that at each annual general meeting of the Company one-third of the directors retire by rotation. However,
in accordance with the recommendations of the UK Corporate
Governance Code, the directors have resolved they will all retire and
submit themselves for re-election by the shareholders at the
Annual General Meeting to be held on 3 May 2019.

The Company's Articles may be amended by special resolution (75% majority of votes cast) passed at general meeting.

Powers of directors including powers in relation to issuing or buying back by the Company of its shares
Under its Articles, the business of the Company shall be managed by the
directors, who exercise all powers of the Company. Any such
power, if applicable, shall be permitted or required by the CREST Regulations.

Transfer of uncertificated shares only in such circumstances as may be permitted or required by the CREST Regulations.
If a person is not in default of the terms of any restriction notice
served on him or his broker, the Directors may, by notice in writing,
require the removal of any transfer of uncertificated shares which
would otherwise apply, provided that the disapplication is limited to the allotment of equity securities in connection with
the disposal of shares at the general meeting to be held on 3 May 2019.
The directors are also currently authorised on the issue of new equity
for cash to disapply the strict statutory pre-emption provisions that
would otherwise apply, provided that the disapplication is limited to the allotment of equity securities in connection with
the disposal of shares at the general meeting to be held on 3 May 2019.

The Company may, subject to the Companies Acts and the
Articles, purchase any of its shares and may either cancel or
hold in treasury any such shares purchased, and may re-issue any
such treasury shares on such terms and conditions as may be
determined by the directors. The Company shall not make
market purchases of its own shares, unless such purchases have been
authorised by a special resolution passed by the members of the
Company at a general meeting. At the Annual General Meeting
held on 20 April 2018, shareholders passed a resolution giving the
Company one-third of the directors retire by rotation. However,
in accordance with the recommendations of the UK Corporate
Governance Code, the directors have resolved they will all retire and
submit themselves for re-election by the shareholders at the
Annual General Meeting to be held on 3 May 2019.

Miscellaneous
There are no agreements between shareholders that are known
to the Company which may result in restrictions on the transfer
of securities or voting rights.

Certain of the Group's banking facilities include provisions that,
in the event of a change of control of the Company, could oblige
early prepayment of the facilities. Certain of the Company's joint
capital investment of a kind contemplated by the UK Pre-emption
Rules, as being capital investment conferring special rights on
the Company, shareholders would be entitled to a share in that
amount in the event of a change of control of the Company, or (a)
for the purpose of financing (or refinancing) an acquisition or other
capital investment of a kind contemplated by the UK Pre-emption
Rules, as being capital investment conferring special rights on
the Company, shareholders would be entitled to a share in that
amount in the event of a change of control of the Company, or (b)
the allotment of shares not exceeding in aggregate 5% of the
nominal value of the Company's issued share capital. Both these
authorities expire on 5 May 2019 unless renewed and resolutions to that effect are being
proposed at the Annual General Meeting to be held on 3 May 2019.

The Company's Performance Share Plan contains change of
control provisions which allow for the acceleration of the exercise
of share options/tokens in the event of a change of control of the
Company.

There are no agreements between the Company and its Directors
or employees providing for compensation for loss of office or
employment (whether through resignation, purported redundancy
or otherwise) that occurs because of a takeover bid.