

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 Annual General Meeting of Kingspan Group plc
to be held on Thursday, 12 May 2011 at 11.00 am
at The Herbert Park Hotel, Ballsbridge, Dublin 4 is set out in this document.



To the Shareholders,
Kingspan Group plc.

7 April 2011

Notice of Annual General Meeting (“AGM”)

Dear Shareholder,

I enclose for your attention Notice of the Annual General Meeting of Kingspan Group plc, and invite you to join me on 12 May 2011 at The Herbert Park Hotel, Ballsbridge, Dublin 4 at 11:00am.

The resolutions to be proposed at the forthcoming AGM are set out on pages 4-8 of this Notice, with further explanatory notes set out on pages 9-14.

I would encourage all Shareholders to read the review of the Company’s business for 2010 which is contained in the Annual Report, which is available on www.kingspan.com. The financial statements and directors’ report give details of what was a very solid performance by Kingspan in 2010. Consequently after a period of abeyance, the Board is pleased to recommend a final dividend of 6.0 cent per share, which if approved at the AGM, will give a total dividend for the year of 10.0 cent.

This year, in line with best practice, all of your Board are offering themselves for re-election. 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. A brief biography of each of the directors is set out in the notes to the resolutions. Also this year, the report of the Remuneration Committee is being put to an advisory vote, in acknowledgement of the shareholders’ right to have a “say on pay”.

The five items of special business at the AGM relate to the share capital of the Company and the renewal of authorities previously given for a further 12 month period. These are matters which are now standard for most public companies.

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.

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

Kingspan Group plc.

Dublin Road, Kingscourt
Co. Cavan, Ireland

tel: +353 (0) 42 9698000

fax: +44 (0) 42 9667501

e-mail: admin@kingspan.ie

www.kingspan.com

Incorporated in Ireland. Registered No. 70576

A list of names and personal details of every director of the Company is available for inspection to the public at the Company’s registered office.

NOTICE OF ANNUAL GENERAL MEETING (“AGM”)

Notice is hereby given that the Annual General Meeting of Kingspan Group plc will be held at The Herbert Park Hotel, Ballsbridge, Dublin 4 at 11:00am on Thursday, 12 May 2011 for the following purposes:

As ordinary business:

1. Financial statements

To receive and adopt the financial statements and the reports of the directors and the Auditors for the year ended 31 December 2010.

2. Dividend

To declare a final dividend for the year ended 31 December 2010 of 6.0 cent per share.

3. Report of the Remuneration Committee

To approve the report on directors' remuneration for the year ended 31 December 2010.

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 elect Geoff Doherty as a director.

4(d) To re-elect Peter Wilson as a director.

4(e) To re-elect Russell Shiels as a director.

4(f) To re-elect Noel Crowe as a director.

4(g) To re-elect Tony McArdle as a director.

4(h) To re-elect David Byrne as a director.

4(i) To re-elect Brian Hill as a director.

4(j) To re-elect Helen Kirkpatrick as a director.

4(k) To re-elect Danny Kitchen as a director.

5. Auditors' remuneration

To authorise the directors to fix the remuneration of the Auditors for the year ending 31 December 2011.

As special business:

6. Allotment of shares

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

That the directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities within the meaning of Section 20 of the Companies (Amendment) Act, 1983 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 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 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.

7. Dis-application of pre-emption rights

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 24 of the Companies (Amendment) Act, 1983 to allot equity securities (within the meaning of Section 23 of the Act) pursuant to the authority conferred by Resolution 6 above as if subsection (1) of the said Section 23 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 up to an amount 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 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.

8. 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 155 of the Companies Act, 1963) of the Company be hereby generally authorised to make market purchases (as defined by Section 212 of the Companies Act, 1990) 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, 1990 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 212 of the Companies Act, 1990) 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 after the date of passing of this resolution unless previously varied, revoked or renewed by special resolution, in accordance with the provisions of Section 215 of the Companies Act, 1990. 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.

9. Treasury shares

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

That, subject to the passing of Resolution 8 as Special Business before this meeting, for the purposes of Section 209 of the Companies Act, 1990, the re-issue price range at which ordinary shares having a par value of 0.13c in the capital of the Company ("Shares") held as treasury shares (as defined by the said Section 209) ("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 ((i), (ii) or (iii) specified below) in relation to Shares of the same class as the Treasury Share being re-issued 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;

The authority hereby granted shall expire at the conclusion of the next Annual General Meeting of the Company after the date of passing of this resolution unless previously varied or renewed in accordance with the provisions of Section 209 of the Companies Act, 1990.

10. 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.

By Order of the Board
Lorcan Dowd, Secretary

7 April 2011

Kingspan Group plc
Registered Office: Dublin Road, Kingscourt, Co. Cavan, Ireland
Telephone: +353 42 969 8000; Fax: +353 42 966 7501
Email: admin@kingspan.ie; Internet: www.kingspan.com

NOTES ON RESOLUTIONS:

Resolution 1: Financial statements

The directors will present the report and accounts of the Company for the year ended 31 December 2010. A full copy of the Annual Report is available on www.kingspan.com.

Resolution 2: Dividend

The directors are proposing a final dividend for the year ended 31 December 2010 of 6.0 cent per share. If approved, the final dividend will be paid (subject to Irish withholding tax rules) on 16 May 2011 to shareholders on the register at close of business on 18 March 2011.

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 B of the FRC Combined Code on Corporate Governance (June 2008), as appended to the Listing Rules of the Irish Stock Exchange and the UK Listing Authority. 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 (68) is the founder and non-executive chairman of the Group.
- 4(b) Gene M. Murtagh (39) is the Group chief executive, having previously been chief operating officer from 2003 to 2005. Prior to that he was managing director of the Group's Insulated Panel business and of the Environmental business. He joined the Group in 1993, and was appointed to the Board in 1999.
- 4(c) Geoff Doherty (39) is the chief financial officer designate. Prior to joining Kingspan he was the chief financial officer of Greencore Group plc, having previously worked in IWP International plc, PricewaterhouseCoopers and BDO Simpson Xavier accountants in Dublin. He is a qualified chartered accountant (F.C.A., B. Comm.).
- 4(d) Peter Wilson (54) is managing director of the Group's Insulation business. He has been with the Group since 1981, and was appointed to the Board in 2003.
- 4(e) Russell Shiels (49) is president of the Group's Access Floors and Insulated Panels businesses in North America. He was previously managing director of the Group's Building Components and Raised Access Floors businesses in the UK. He was appointed to the Board when he joined the Group in 1996.
- 4(f) Noel Crowe (52) is managing director of the Group's Environmental & Renewables division. He joined the Group in 2001, having previously held a number of a senior management positions in the ABB Group, and was appointed to the Board in 2004.
- 4(g) Tony McArdle (62) joined the Board in 2003. He was previously a director of Ulster Bank where he had been head of corporate banking and chief executive of retail banking as well as holding a number of other senior positions. He is a non-executive director of several large private companies.

- 4(h) David Byrne (63) was appointed to the Board in January 2005. He served as EU Commissioner with responsibility for Health and Consumer Protection from 1999 to 2004. Prior to becoming EU Commissioner, he served as Attorney General for two years. Currently he is deputy chairman of DCC plc, chairman of the Advisory Committee to the National Treasury Management Agency and of the board of the National Concert Hall, and Chancellor of Dublin City University.
- 4(i) Brian Hill (66) joined the Board in 2005. He was formerly a director of CRH plc where he was Head of the Europe Products & Distribution division. He is also a non-executive director of Wavin NV.
- 4(j) Helen Kirkpatrick (53) joined the board in 2007. She is also a non-executive director of UTV Media plc and of a number of private and not for profit companies, and was formerly a non-executive director of the International Fund for Ireland, Enterprise Equity and NI-CO Ltd. She is a fellow of Chartered Accountants Ireland and is a member of the Chartered Institute of Marketing.
- 4(k) Danny Kitchen (58) rejoined the Board in March 2009, having previously been a director of Kingspan from 1994 to 2003. He is also appointed by the Irish Stock Exchange as its nominated director on the Irish Takeover Panel, and is chairman of the Irish Nationwide Building Society since October 2008. Previously, he held a number of senior executive positions including as director of IBI Corporate Finance, finance director of Green Property plc and deputy CEO of Heron International Limited.

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 2011.

Resolution 6: Allotment of shares

Shareholders are being asked to renew, until the Annual General Meeting in 2012, the usual annual authority of the directors to allot any unissued share capital of the Company. The directors will exercise this authority only if they consider this to be in the best interests of shareholders generally at that time.

Resolution 7: Dis-application of pre-emption rights

In addition, shareholders are being asked to renew, until the Annual General Meeting in 2012, the power of the directors to dis-apply the statutory pre-emption provisions applying to ordinary shares in the event of a rights issue or 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 will exercise this power only if they consider this to be in the best interests of shareholders generally at that time.

Resolution 8: Purchase of own shares

Shareholders are being asked to provide, until the Annual General Meeting in 2012, 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 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 9: 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.

Resolution 10: General meetings

Shareholders are being asked to renew, until the Annual General Meeting in 2012, 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 directors consider that it is in the interests of the Company to retain this flexibility.

GENERAL NOTES:

Entitlement to attend and vote

1. The Company, pursuant to Regulation 14 of the Companies Act 1990 (Uncertificated Securities) Regulations, 1996, specifies that only those shareholders registered in the register of members of the Company as at 6.00 pm on Tuesday 10 May 2011 (or in the case of an adjournment as at 48 hours before the time of 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 2011 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 received by the Registrar (ID 3RA50) not later than 11.00 a.m. on Tuesday, 10 May 2011. 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.
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 shares on the date of this notice of Annual General Meeting is 171,778,578. 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 134C of the Companies Act 1963, 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 2011 Annual General Meeting, the latest date for submission of such requests was 31 March 2011 (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:

- 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 2011 Annual General Meeting, the latest date for submission of such requests was 31 March 2011 (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.

