DIRECTORS' REPORT

Report of the Nominations & Governance Committee

Jost Massenberg

The Kingspan Board recognises that the values, integrity and behaviours that shape our culture and corporate governance are the foundation of long-term success.

As a Board, we strive to continue to enhance our corporate governance practice and disclosure to ensure we not only meet the standards expected of us but, more importantly, we promote the success of the business for all of our stakeholders. At the heart of those efforts is an entrepreneurial Board that adheres to high standards of governance.

Throughout 2021, the Board continued to refine and improve our corporate governance practice in line with the principles of the 2018 UK Corporate Governance Code (the 'Code'). We consistently strive to ensure that our reporting continues to be meaningful in detailing how we integrate the Code's principles within our decision making. We continue to make enhancements to our governance processes and this translates to less governance risk, based on our purpose, values, strategy, business and outlook. We are committed to ensuring that our long-term ambitions go hand in hand with high standards of corporate governance, as well as a Board equipped with an abundance of diversity, experience and expertise.

One significant change during 2021 was the retirement of the Company's founder, Eugene Murtagh, as Chairman and non-executive director of the Board after 55 years at its helm. I was honoured to succeed him as independent non-executive Chairman, and I look forward to working with my fellow directors to shape the Board for the future. Part of this reshaping of the Board included the appointment of two new non-executive directors, Éimear Moloney and Paul Murtagh, who bring fresh thinking and challenge to the Board. Further details of this refreshment process are set out in this Report of the Nominations & Governance Committee. Also, as part of planning for the future, we are currently carrying out the external evaluation of the Board, its committees and structures, and I will report on the key outcomes of this review in next year's Annual Report.

During the year, we had the pleasure of engaging with major shareholders and stakeholders on a number of occasions and I would like to thank all of those who provided their views on governance, remuneration and strategy to the Board during our various engagements. We look forward to continuing these conversations both in the run up to and following our Annual General Meeting this year.

Jost Massenberg Chairman



This statement outlines how Kingspan has applied the principles and complied with the provisions set out in the UK Corporate Governance Code (July 2018) (the 'Code') and the Irish Corporate Governance Annex (the 'Annex').

Both the Code and the Annex can be obtained from the following websites respectively: www.frc.org.uk and www.euronext.com

Statement of compliance

The directors confirm that the Company has throughout the accounting period ended 31 December 2021 complied with the provisions of the UK Corporate Governance Code (July 2018) and the Irish Corporate Governance Annex, as set out below.

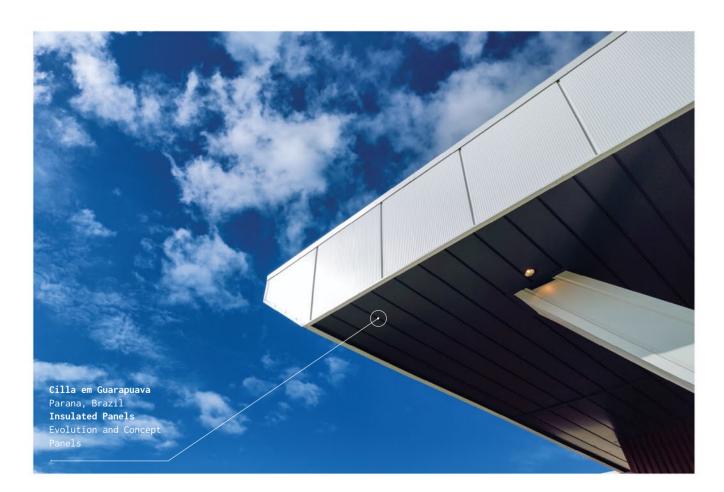
Stakeholder views

The Board notes the importance of the principle underpinning Provision 5 of the Code, which asks Boards to have regard for engagement mechanisms with stakeholders. The Board recognises its responsibilities in this respect and other sections in this Annual Report set out clearly the long-lasting partnerships we have developed with customers, suppliers and communities. We are also aware of the importance of engagement with the workforce to the development of strategy as well as uncovering of risk and promoting new opportunities. Linda Hickey has been appointed as the director responsible for workforce engagement to facilitate the channelling of employee views to Board discussions. During the year, she had the opportunity to hear employee views on a range of topics

through participation in our graduate and management development programmes, although site visits and further face-to-face meetings remained restricted. In addition, in 2021 we commenced a programme, working with external advisers, to develop wider employee engagement across the Group which will in time develop a deeper dialogue on a broad range of issues including culture, vision, health & well-being, and training & development. This process of engagement will allow the Board to consistently assess and monitor the evolution of the Company's corporate culture, while promoting the ability of the workforce to raise concerns.

Board committees

The Board has established three standing committees: Audit & Compliance, Nominations &



Governance, and Remuneration.
All committees of the Board have written terms of reference setting out their authorities and duties - these terms are available on the Group's website www.kingspan.com. The

members of each committee as at the date hereof, and the date of their first appointment to the committee, are set out in the table below. The details of each committee's activities during the year are detailed in their respective reports as set out in this Annual Report.

Attendance at Board and Committee meetings are set out in the table below.

Audit & Compliance Committee				
Michael Cawley (Chair)	Appointed 2014	Independent		
Anne Heraty	Appointed 2019 Independent			
Éimear Moloney	Appointed 2021	Independent		
Nominations & Governance Committe	e			
Jost Massenberg (Chair)	Appointed 2019	Independent		
John Cronin	Appointed 2014	Independent		
Linda Hickey	Appointed 2021	Independent		
Remuneration Committee				
Linda Hickey (Chair)	Appointed 2015 Independent			
Michael Cawley	Appointed 2014	14 Independent		
Anne Heraty	Appointed 2021	Independent		

during the year ended 31 December		ard	Audit & Compliance		Nominations & Governance		Remuneration	
	Α	В	Α	В	A	В	Α	В
Eugene Murtagh*	1	1			1	1		
Jost Massenberg	6	6			3	3		
Gene M. Murtagh	6	6			3	3		
Geoff Doherty	6	6						
Russell Shiels	6	6						
Gilbert McCarthy	6	6						
Linda Hickey	6	6			2	2	4	4
Michael Cawley	6	6	4	4			4	3
John Cronin	6	6			3	3		
Anne Heraty	6	6	4	4			3	3
Bruce McLennan*	1	1	1	1	1	1	1	1
Éimear Moloney**	5	5	3	3				
Paul Murtagh**	5	5						

Column A - indicates the number of meetings held during the period the director was a member of the Board and/or Committee. **Column B** - indicates the number of meetings attended during the period the director was a member of the Board and/or Committee.

^{*} Retired as a director as of 30 April 2021

^{**} Appointed as a director as of 30 April 2021

Board composition and responsibilities

There is a clear division of responsibilities within the Group between the Board and executive management, with the Board retaining control of strategic and other major decisions. The Chairman leads the Board and is responsible for its overall effectiveness in directing the Company. One of the key roles for the Chairman in doing so is promoting a culture of objectivity, openness and debate. In addition, the Chairman facilitates constructive Board relations and the effective contribution of all non-executive directors, and ensures that directors receive accurate, timely and clear information.

The balance of skills, background and diversity of the Board contributes to the effective leadership of the business and the development of strategy. The Board's composition is central to ensuring all directors contribute to discussions. As outlined below, the Board continues to review its composition to ensure appropriate refreshment and renewal which is essential to bringing fresh thinking to Board discussions and constructive challenge to the Board's decision making.

As a means of fostering challenge and director engagement, the non-executive directors, led by the senior independent director, meet without the Chairman present at least annually. Likewise, the Chairman holds meetings with the non-executive directors without the executives present. In each of these settings, there is a collegiate atmosphere that also lends itself to a level of scrutiny, discussion and challenge.

All directors have access to the advice and services of the Company Secretary. Where necessary or requested, directors can also avail of independent third-party advice on Company issues or relevant Board matters – including, but not limited to matters such as

remuneration, succession etc. The Company has procedures whereby directors (including non-executive directors) receive formal induction and familiarisation with Kingspan's business operations and systems on appointment, including trips to manufacturing sites with in-depth explanations of the processes involved at the site.

Board changes

During the past year, we continued to deliver on the objective of continuous refreshment and renewal at Board level, which we believe brings fresh thinking and constructive challenge to the Board.

In 2021, the Company was pleased to announce two new appointments to the Board: Éimear Moloney joined as an independent non-executive director and Paul Murtagh as a non-executive director. These appointments broaden the skillset and diversity of the Board while reflecting our increasingly global footprint as a business. A breakdown of the background and skillset of all of the non-executive directors, a central tenet of promoting Board effectiveness, is provided in the table later in the report.

Following the conclusion of last year's Annual General Meeting, Eugene Murtagh, Kingspan's founder and Chairman, retired after leading the Group for more than 55 years. The Board as a whole expressed its deep gratitude to Mr Murtagh for his vision and leadership over those years, and awarded him the honorary title of President Emeritus. Following a comprehensive and considered process, the Nominations & Governance Committee recommended the Board appoint Jost Massenberg as independent nonexecutive Chairman, to succeed Mr Murtaah. Mr Massenbera has more than 30 years' industry experience in European steel and international manufacturing businesses, and since his appointment to the Board in 2018, he has gained a valuable

understanding of the Board and the Kingspan Group, providing continuity and stability of Board leadership for the period ahead.

Also, at the conclusion of last year's Annual General Meeting, Bruce McLennan retired as a non-executive director of the Board and the Board thanked him for his contribution to the Group over the previous six years.

Shareholders' meetings and rights

The Company operates under the Irish Companies Act 2014 (the 'Act'). This Act provides for two types of shareholder meetings: the Annual General Meeting ('AGM') with all other meetings being called Extraordinary General Meetings ('EGM').

The Company must hold an AGM each year in addition to any other shareholder meeting in that year. The AGM is an important forum for shareholders to meet with and hear from Company directors. The ordinary business of an AGM is to receive and consider the Company's Annual Report and statutory financial statements, to review the affairs of the Group, to elect directors, to declare dividends, to appoint or reappoint auditors and to fix the remuneration of auditors and directors. At the 2021 AGM, shareholders were provided with the facility to fully participate on-line using the latest technology platforms. The Board is committed to using technology solutions which offer shareholders the opportunity to attend and vote on-line, as well as in person, which in line with developing trends elsewhere, would facilitate a wider global participation by our shareholders at our AGM, whilst still providing them with equivalent rights to vote and ask questions.

The Chairman of the Board of Directors shall preside as chairman of every general meeting and in his absence, one of the directors present will act in the capacity of chairman. The quorum for a general meeting

shall be not less than three members present in person or by proxy and entitled to vote. All ordinary shares rank pari passu and carry equal voting rights. Every member present in person or by proxy shall upon a show of hands have one vote and every member present in person or by proxy shall upon a poll have one vote for each share of which they are the holder. In the case of an equality of votes, the Chairman shall, both on a show of hands and at a poll, have a casting vote. Further details of shareholders rights with respect to the General Meetings are set out in the Shareholder Information section of this Annual Report.

Internal control and risk management systems

The Board confirms that there is an ongoing process for identifying, evaluating and managing any significant risks faced by the Group. This process has been in place for the year under review and up to the date of approval of the financial statements, and it is regularly reviewed by the Board in compliance with 'Guidance on Risk Management, Internal Control and Related Financial and Business Reporting' issued by the Financial Reporting Council.

The Board has delegated responsibility to the Audit & Compliance Committee to monitor and review the Group's risk management and internal control processes, including the financial, operational and compliance controls. This is done through detailed discussions with management and the executive directors, the review and approval of the internal audit reports, which focus on the areas of greatest risk to the Group, and the external audit reports, as part of both the year end audit and the half year process, all of which are designed to highlight the key areas of control weakness in the Group. Further details of the work conducted by the Audit & Compliance Committee in this regard is detailed in the Report of the Audit & Compliance Committee contained in this Annual Report.

The main features of the Group's internal control and risk management systems that relate specifically to the Group's financial reporting processes are:

- → Budgets and strategic plans are approved annually by the Board and compared to actual performance and forecasts on a monthly basis;
- → Sufficiently sized finance teams with appropriate level of experience and qualifications throughout the Group;
- → Formal Group Accounting Manual in place which clearly sets out the Group financial policies in addition to the formal controls:
- → Formal IT and treasury policies and controls in place;
- → Centralised tax and treasury functions:
- → Sales are submitted and reviewed on a weekly basis whilst full reporting packs are submitted and reviewed on a monthly basis; and
- → Internal audit function review financial controls and report results/findings on a quarterly basis to the Audit & Compliance Committee.

The main features of the Group's internal control and risk management systems that relate specifically to the Group's consolidation process are:

- → The review of reporting packages for each entity as part of the year end audit process;
- → The reconciliation of reporting packages to monthly management packs as part of the audit process and as part of management review;
- → The validation of consolidation journals as part of the management review process and as an integral component of the year end audit process;

- → The review and analysis of results by the Chief Financial Officer and the auditors with the management of each division;
- → Consideration by the Audit & Compliance Committee of the outcomes from the annual risk assessment of the business;
- → The review of internal and external audit management letters by the Chief Financial Officer, Head of Internal Audit & Compliance and the Audit & Compliance Committee; and the follow up of any critical management letter points to ensure issues highlighted are addressed.

In addition, the remit of the Audit & Compliance Committee was extended in 2020 to include reviewing the effectiveness of the controls and processes relating to product compliance by:

- → Reviewing reports from the Group Head of Compliance relating to product compliance, certification and accreditation, including implementation status of the Group's ISO 37301 Compliance Management Systems targets;
- → Auditing compliance with the Group Marketing Integrity Manual incorporating the CCPI best practice principles;
- → Monitoring the culture of compliance across the Group.

Further information on the risks faced by the Group and how they are managed are set out in the Risk & Risk Management section of this Annual Report.

Leadership and Board renewal

The Nominations & Governance Committee (the 'committee'), leads the process for appointments while ensuring plans are in place for orderly succession to both the Board and senior management positions. In April this year, Éimear Moloney and Paul Murtagh were appointed to the Board on the recommendation of the committee. In considering candidates for appointment as non-executive directors, the committee remains guided by the principle that all appointments will be made based on merit and skills, but having regard, where possible to diversity of gender, age, nationality and ethnicity. The committee considered whether or not to engage a firm of consultants to assist in the process of recruiting new nonexecutive directors, and agreed that in order to ensure best fit with the Company, it would use the knowledge and contacts of the committee to identify suitable candidates.

The committee maintains a pool of potential candidates, and after considering Ms Moloney's skillset, including her financial and capital markets experience, as well as her strong experience in the manufacturing controls environment, she was considered most suitable. Members of the committee met with Ms Moloney before recommending her appointment to the Board. In considering the appointment of Mr Murtagh, the committee had regard to his deep understanding of the US market and his proven entrepreneurial track record. The committee keeps the on-going refreshment and renewal of the Board, which is essential to bring fresh thinking and constructive challenge to the Board's decision making, under constant review.

It is to be noted that half of the current independent non-executive directors will come to the end of their nine-year terms in the next 15 months, and ordinarily would then retire in accordance with the Company's usual practice. The other half have been on the Board for three years or less. Given the transition to the newly appointed independent Chairman during the year, and the potential for renewing and reshaping the Board in the coming years, the committee agreed to extend the term of Linda Hickey, the Senior Independent Director, for a further period of up to three years (subject to annual re-election at the AGM). It is considered that this will provide continuity and stability to the Board at this important time, and that Ms Hickey's insight and experience will benefit the Board during this period.

Aligning succession planning to Kingspan's wider strategy is a cornerstone of strong Board governance, and has been, and will continue to be, a focus of the committee. A fundamental aspect of overseeing appointments to senior management remains the development of a diverse pipeline. Among Kingspan's senior management team, 27% of employees reporting directly to the CEO are female, and significantly this year 28% and 33% of attendees on Kingspan's senior management and graduate development programmes respectively were female, and 68% and 38% of the participants in the respective programmes were from

an international (non UK/Irish) background, as Kingspan is attracting more and more diversity into senior leadership roles.

The non-executive directors on the Board currently have the mix of skills and experience as set out in the table below.

Performance evaluation

Kingspan has in place formal procedures for the evaluation of its Board, committees and individual directors. The purpose of this formal evaluation is to ensure that the Board of Directors (on a collective and individual basis) is performing effectively and to ensure stakeholder confidence in the Board. The Chairman reviews annually the performance of the Board of Directors, the conduct of Board meetings and committee meetings, and the general corporate governance of the Group.

An external evaluation of the Board's performance was commenced in early 2022. This review, which was due to be carried out last year, was postponed for 12 months to allow for the transition to the new independent Chairman and also for the expanded role of the Audit & Compliance Committee to become established, before being formally reviewed. The review is being undertaken by Better Boards, who also undertook the last external review in 2018. It will follow on from the key themes examined as part of the previous process, as well as also considering:

Name	Domicile	International	Financial	Governance	Leadership	Industry	Risk	Legal
Jost Massenberg	German	•	•	•	•	•		
Linda Hickey	Irish	•	•	•	•			
Michael Cawley	Irish	•	•	•	•	•	•	
John Cronin	Irish	•	•	•	•		•	•
Anne Heraty	Irish	•	•	•	•	•		
Éimear Moloney	Irish	•	•	•	•	•	•	
Paul Murtagh	USA	•	•	•	•	•		

- → The on-going renewal and refreshment of the Board, and its potential reshaping over future years;
- → The role of the committees, including in particular the expanded role of the Audit & Compliance Committee;
- → The transition to the new independent Chairman;
- → Board culture.

Details of the outcome of the evaluation will be provided in next year's Annual Report.

Conflicts of interests

Acknowledging the importance of independent representation to the effective functioning of the Board, as well as the scrutiny and, when necessary, the challenging of management, as part of the evolution of our governance framework, the committee has previously adopted a conflicts of interest policy which guides all decisions of the Board when actual or potential conflicts of interest arise.

The policy stipulates that directors are required to avoid situations where they have, or could have, a direct or indirect interest that conflicts, or may conflict, with the Company's interests. Directors are required to give notice of any potential situational and/or transactional conflicts, which are considered at the following Board meeting and, if appropriate, situational conflicts are authorised. Directors are not allowed to participate in such considerations or to vote regarding their own conflicts.

Effectiveness and independence

The committee has reviewed the size and performance of the Board during the year and this process occurs annually. The Board continues to ensure that each of the non-executive directors, remain impartial and independent in order to meet the challenges of the role. Throughout the year, more than half of the Board (55%), comprised independent non-

executive directors. Linda Hickey is the senior independent director on the Board. The senior independent director provides a sounding board for the Chairman and serves as an intermediary for the other directors and shareholders when necessary. The directors consider that there is strong independent representation on the Board.

The Board has had due regard to various matters which might affect, or appear to affect, the independence of certain of the directors. The Board considers that each of the non-executive directors on the Board, (excluding Paul Murtagh), are independent.

In determining the independence of John Cronin, the committee noted that he was previously a partner of McCann FitzGerald, one of the Company's legal advisors, and took into account the following material factors:

- → He had no role in the selection or retention of legal advisors to the Company;
- → All work undertaken by McCann FitzGerald for the Company was managed by other employees within the firm, and there were formal arrangements in place, both at McCann FitzGerald and Kingspan, to ensure there were no conflicts of interests;
- → Since his appointment to the Board, Mr. Cronin has not had any involvement in advising the Company on any legal matters;
- → He is an experienced and accomplished corporate lawyer who adds important legal and regulatory experience to the Board.

Mr. Cronin retired from McCann
FitzGerald on 1 March 2021. The total
fees paid to McCann FitzGerald
during the year were €160,373
(2020: €145,541) and account for
substantially less than 1% of McCann
FitzGerald's annual revenues.

In addition to these considerations, at the time of Mr Cronin's appointment, we engaged with ISS to discuss the steps we had taken to avoid any potential for a conflict of interests. Both parties were satisfied at the time that the relationship was not likely to impact Mr Cronin's independence as a director, and the Company agreed to disclose annually the fees paid to McCann FitzGerald as a related party transaction.

In these circumstances the Board continues to be satisfied that Mr Cronin remains fully independent, and that there was no material relationship, financial or otherwise, which might either directly or indirectly influence his judgement.

In assessing the independence of Linda Hickey, the Board had due regard to her length of service on the Board, and to her previous position as a senior executive at Goodbody Stockbrokers, (one of the Company's corporate brokers), from which she retired in April 2019. The Board noted that corporate broking fees and expenses paid to Goodbody Stockbrokers during her tenure there were typically in the region of €60,000 per annum. In assessing Ms Hickey's independence, the committee formed the view that she has always expressed a strongly independent voice at the Board and its committee meetings, including the Remuneration Committee of which she is chair, and that she has always exercised her judgement as a non-executive director, and as the Senior Independent Director, independent of any other relationships within the Board. The Board also took into account her unrivalled experience in capital markets and governance, which is hugely valuable to the Company and our shareholders, and concluded that her independence was not affected.

External commitments

Directors may serve on other boards provided they continue

to demonstrate the requisite commitment to discharge their duties effectively. The committee reviews the extent of the directors' other interests on an ongoing basis throughout the year. The committee is satisfied that each of the directors commits sufficient time to their duties in relation to the Company. The Chairman and each of the directors have also confirmed they have sufficient time to fulfil their obligations to the Company.

In assessing the time commitments of Board members, the committee had particular regard for the external commitments of Michael Cawley, who is also a non-executive director of Ryanair Holdings plc, and Flutter Entertainment plc, as well as chairman of Hostelworld Group plc. Mr Cawley informed the committee that he will be retiring from the Board of Flutter Entertainment plc in April 2022. The committee reviewed Mr Cawley's attendance and contribution as a non-executive director, as well as his other mandates. It noted that Mr Cawley was a strong contributor to the Board and its committees, and that his attendance at and preparation for meetings during the year abundantly demonstrated his commitment to discharge his duties (including in particular his role as chair of the newly expanded Audit & Compliance Committee). The committee is satisfied that he will continue to devote sufficient time to the Board and its sub-committees.

In October 2021 Geoff Doherty was appointed to the board of Ryanair Holdings plc. The committee was satisfied that this appointment would not impinge on Mr Doherty's duties as an executive director of Kingspan, and considered that the appointment would give Mr Doherty a fresh perspective of a global industry leader in a different sector with a similar entrepreneurial high growth culture and a particular focus on compliance and safety.

The committee will continue to keep under review the external commitments of all directors.



The Eversheds Sutherland Review

Last year Kingspan announced a review, conducted by Eversheds Sutherland, of compliance and governance in the UK Insulation business. Kingspan committed to implementing in full the recommendations.

We are pleased to set out on the following page a summary of the actions which the Board has taken in response to those recommendations. Full details are published on our microsite: inquiry.kingspan.com

School Upgrade Toronto, Canada Insulated Panels KS Micro-Rib & MF Panels

Recommendation	Response				
Develop a renewed compliance and leadership strategy.	→ Clear corporate mission statement and statement of purpose established – as published on www.kingspan.com and as the foreword to the Group Code of Conduct introduced in October 2020.				
	→ Clear accountability for risk management in respect of testing, accreditation and marketing material (the "Three Functions") established through the creation of:				
	 The Group Head of Compliance ("GHC"); Product Compliance Officers ("PCO") in each business; Group Compliance Manual; and Group Marketing Integrity Manual. 				
Appoint a third party expert to audit and advise on best practice on product fire testing,	→ External consultants appointed by UK Insulation business to audit and advise on best practice regarding the Three Functions and assist with design and implementation of world class change management system.				
accreditation and marketing material.	→ Accreditation for the ISO 37301 Compliance Management Systems has been achieved by the Group function and by nine manufacturing locations across four of the five divisions. Work to secure ISO 37301 accreditation for all manufacturing locations is underway.				
Take steps to implement consistent, well-documented and	→ The Group Compliance Manual documents the best practice procedures and controls to be followed to secure ISO 37301 accreditation.				
effective controls in respect of product testing. Develop failsafe systems for the Three Functions to implement the best practice procedures, as may be advised by the External Expert.	→ Implementation of a group-wide Product Information Management (PIM) infrastructure to ensure control and accuracy of all product information is underway.				
Implement controls in respect of the Three Functions, ensure there is communication training to promote transparency around product capabilities in the sale process and also in respect of engagement with third party accreditation. Increase awareness in risk accountability across the organisation.	 → The Group Marketing Integrity Manual introduces mandatory rules to ensure the accuracy and transparency of marketing materials across the Group. → Awareness in risk accountability concerning compliance with the Three Functions underpinned by the principles in the Group Code of Conduct, by the appointment of the GHC, the PCOs and by the implementation of ISO standards and on-going training across the Three Functions. 				
Review and enhance the system and process for retaining customer observations and data.	→ Customer observations and data concerning a complaint or non-conformance are reviewed in accordance with the process recommended in ISO 37301, and any necessary corrective action is taken to prevent reoccurrence.				
	→ Net Promoter Score surveys undertaken annually, and the customer trends and feedback are shared with each business unit.				
Establish a sub-committee of the Kingspan Group Plc Board to	→ The role of the Audit Committee has been expanded into an Audit & Compliance Committee, with responsibility to monitor compliance in the Three Functions.				
include non-executive directors, to monitor compliance and the Three Functions.	→ The GHC and the Head of Internal Audit & Compliance report regularly to the Audit & Compliance Committee – with the role of the Group Internal Audit function being expanded to incorporate product compliance.				
The Company should undertake a review of the composition of the	→ The composition, conduct and reporting of the board of directors of subsidiaries is governed by the updated Group Accounting Manual.				
boards of directors of subsidiaries and the conduct and reporting of meetings.	→ The composition of the board of directors of the subsidiaries will be reviewed annually.				
Prepare a bespoke directors' duties manual for directors' of	→ A director's duties manual has been issued together with training on the same being rolled out in Q1 2022.				
Kingspan subsidiaries.	→ Training on the manual will form part of every new statutory director's induction on appointment.				