


REPORT OF THE REMUNERATION COMMITTEE

Linda Hickey



**Templemore
Swimming Baths**
Belfast, Northern Ireland
Insulated Panels
QuadCore™ insulated
panels; HK Design Facade



Kingspan delivered record profits again in 2023, notwithstanding tough prior year comparators and challenging conditions in some of our core markets.

Dear Shareholders,

On behalf of the Remuneration Committee (the 'committee'), I am pleased to present the 2023 Report on Directors' Remuneration.

Work of the committee and our remuneration philosophy and policy

Kingspan's philosophy is to pay for performance and delivery of our strategy, based on clear transparent metrics, aligned with the interests of shareholders and wider stakeholders.

Shareholders approved our current Directors' Remuneration Policy in 2022, and the committee's focus during 2023 was on ensuring that the policy operated as intended with the selection of performance metrics to reflect our strategy. I would like to thank our shareholders for their support at our 2023 AGM when our Remuneration Report was supported by over 97% of votes cast.

2023 business performance and pay outcomes

Kingspan delivered record profits again in 2023, notwithstanding tough prior year comparators and challenging conditions in some of our core markets. Management also delivered significant progress across our key strategic pillars, increasing geographic expansion both organically and through acquisition, adding new innovative natural insulations to our product suite, growing the range and scale of our new Roofing + Waterproofing division, and making excellent progress towards our Planet Passionate objectives, all of which are detailed elsewhere in this Annual Report. The result was that Group revenues were €8.1bn (down 3%), and trading profit was €877m (up 5%). Earnings Per Share ('EPS'), a key performance measure used



to determine the executives' performance-related pay, increased to 352.3 cent (up 7% over prior year), and Total Shareholder Return for the year was 56.2%.

For 2023, all of our executive directors received basic salary increases of 3% compared to salary ranges through the business of 4.5% to 6%. Pensions reduced again in line with the step reductions previously agreed to bring the executive directors to 10% of salary from 2025.

Annual performance bonus targets for 2023 were a mixture of Group and divisional financial performance measures, as well as non-financial targets based on Net Promoter Score (NPS) customer experience scores. At the end of 2022, Kingspan was coming off a period of record profits and high inflation, and facing into difficult headwinds due to macro economic uncertainties and weakening demand across many of Kingspan's markets. In view of the uncertain outlook, financial performance targets for 2023 were based on analysts' consensus forecasts at that time and divisional budgets for the year, combined with the results of the non-financial measure of the NPS. Annual performance bonus payments achieved by the executive directors for 2023 were between 68.8% and 97.1% of maximum, reflecting the excellent Group results and robust divisional performances in the year. Details of the targets set and performance against them are set out later in this report.

Last year, I explained about the impact of a number of external factors on Kingspan's share price, including the ongoing war in Ukraine and the continuing high levels of inflation leading to general market uncertainty, with resulting zero vesting of the Total Shareholder Return ('TSR') part of the 2020 PSP award. There has been significant recovery of our share price during the year, resulting in a partial vesting of the TSR element of this award. In addition, our strong long-term EPS growth of 19.6% CAGR over the three-year performance period and performance against our Planet Passionate sustainability objectives has resulted in 82.5% of the total 2021 PSP awards vesting in 2024.

The committee has reviewed the incentive payments for the year against overall business performance and investor returns for 2023 as well as the longer three-year performance period for the 2021 PSP awards, and is satisfied that the formulaic outcome of the incentives appropriately reflects Group performance as well as individual contribution and that no discretion to adjust is necessary. The committee has also reviewed the share price at the time of granting the 2021 PSP awards (being €62.70 for the first grant, and €96.16 for the second grant) compared to the grant price for the 2020 PSP awards (€61.80) as well as the average share price for December 2023 (€76.10) being a proxy for the vesting share price. The committee is comfortable that there are no circumstances that required the committee to consider a scale back of the vesting levels.

The targets for the 2023 PSP awards are set out in the main body of this report and provide a robust level of stretch, particularly when taking into account the high 2022 base point that the 2023 growth targets are derived from, the year on year growth rates of the business as well as the economic backdrop and market expectations for the business.

2024 Remuneration Salaries

As part of the annual salary review process the committee has carefully considered the salaries and overall remuneration packages of each of the executive directors in the context of their roles, responsibilities and market pay levels.

The committee is aware that all four executive directors have remuneration packages that are significantly below market for a company of the size and complexity of Kingspan. The committee is also aware that it needs to consider market levels of remuneration in the markets in which Kingspan operates and address any issues of pay compression as the business looks to manage

recruitment and retention within all of its markets. As a result, the committee will undertake, during the course of the next 12 months, to review the quantum and structure of the executive directors' remuneration, considering both the size and complexity of the business as well as their specific responsibilities and experience, and will put forward its proposals to adjust the executive directors remuneration to bring it closer to market levels in the next Remuneration Policy review.

In the meantime the committee has agreed the following salary increases effective 1 January 2024:

- Gene Murtagh, CEO, and Russell Shiels, President of Insulated Panels Americas and Data + Flooring Global, will receive a salary increase of 5% with effect from 1 January 2024 which compares with wider workforce increases (covering the vast majority of the workforce) of c. 4% to 5%, depending on region.
- Geoff Doherty, Group CFO, and Gilbert McCarthy, Managing Director Insulated Panels EAA, will each receive a salary increase of 9.5% also effective from 1 January 2024. The CFO's role has grown substantially, due to organic growth and acquisitions which have seen Kingspan grow almost fivefold in size over the past decade with a correlative increase in complexity, whilst at the same time the scope of his responsibilities have greatly expanded including for example in the areas of cyber security and CSRD reporting. To date, there has been no corresponding increase to the CFO's salary to take account of these factors. Similarly Mr McCarthy's role and responsibilities have increased significantly in recent years particularly as a result of expansion of the Insulated Panels business into new markets in Western Europe and Australasia. As a result, the committee agreed that these two executives should receive a salary increase this year above those being applied to the wider workforce. The resulting salaries remain, after this increase, below market.

Pension

The pension contributions for the executive directors will reduce once again for 2024 to between 12% and 14%. There is one final reduction to be made which will result in all four executive directors receiving annual pension payments of 10% of salary from 2025.

Incentive opportunities

As explained above, last year due to market uncertainties the annual performance bonus targets were based in part on consensus profit forecasts. For 2024, the annual performance



bonus targets will revert to the more usual EPS growth relative to the prior year basis. As they are commercially sensitive, they are not disclosed in this report but will be provided retrospectively in next year's report. For the CEO and CFO, the maximum opportunity will remain at 150% of salary, with 140% of the award determined by Group EPS and 10% for customer NPS. For the two managing directors their maximum opportunity will also remain at 150% of salary, with 140% of the award split between divisional profits and Group EPS, and the remaining 10% for customer NPS.

We will also continue to assess our Performance Share Plan (PSP) against EPS, relative TSR and our Planet Passionate targets. The remuneration policy which was approved by c.80% of shareholders in 2022 lifted the ceiling on PSP awards to 300% to provide headroom to increase awards as the business continued to grow in scale and complexity. Recognising the growth in the scale of the business in recent years, the committee has increased the level of PSP awards to be granted to each of the executive directors by 25% of salary. The grant levels in 2024 will therefore be at 250% of salary to the CEO (previously 225%), and to 225% of salary (previously 200%) for the other executive directors, which the committee considers to be well within market norms and the policy limit of 300%. At the same time we have increased the minimum share ownership requirements to 250% for the CEO, and to 225% for the other executive directors, which is aligned to the increased award levels.

Policy review

Our current Directors' Remuneration Policy was approved by shareholders at our 2022 AGM.

Under Irish regulations we are required to seek shareholder approval for a new policy at our 2026 AGM at the latest, but if considered appropriate we can seek approval sooner for any earlier changes. The committee will, during the course of 2024, review the current executive directors' remuneration arrangements and the performance metrics in both the long-term and short-term incentive schemes, and consider whether any changes should be brought to the 2025 AGM. To the extent the committee considers changes are needed we will engage with investors to seek their feedback on any new proposals.

Conclusion

Kingspan's excellent performance against a challenging market backdrop is fairly reflected in the incentive outcomes for 2023. The committee is satisfied that the incentive outturn for 2023 and the setting of targets for 2024 are in all the circumstances appropriate and aligned with our remuneration philosophy, noting the need to incentivise and reward outstanding performance while setting targets that drive superior performance and are appropriately retentive.

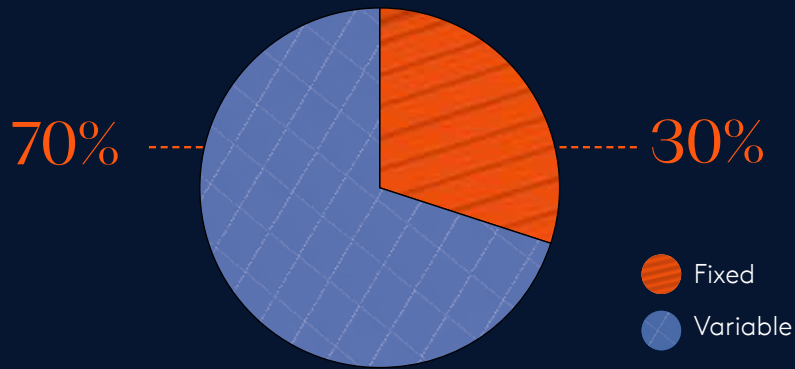
I hope that you will join the Board in approving the resolution on the Report of the Remuneration Committee at the AGM on 26 April 2024. If you have any queries in the meantime I can be contacted through our Company Secretary.

Linda Hickey

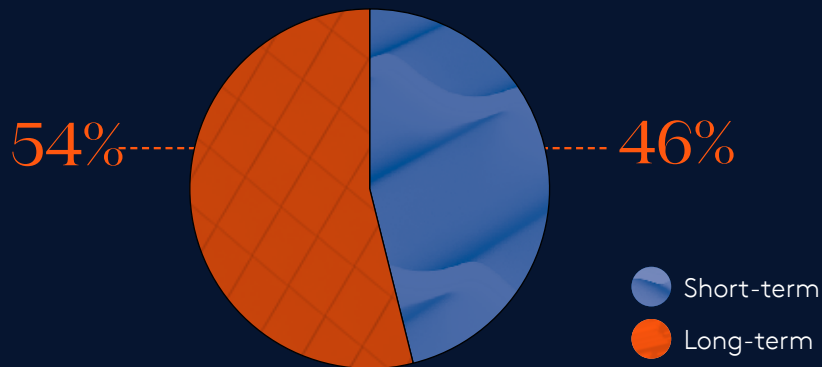
Chair of the Remuneration Committee

2023 Outturn

2023 Fixed Pay v Variable Pay



2023 Variable Pay Short-term v Long-term



Bleckmann Almelo
Almelo, Netherlands
Insulated Panels
QuadCore™ insulated panels

REMUNERATION AT A GLANCE

		Gene Murtagh	Geoff Doherty	Russell Shiels	Gilbert McCarthy
Fixed pay	2024 salary	€1,004k	€677k	\$732k	€625k
	% increase from 2023	5%	9.5%	5%	9.5%
	Workforce increase	Global workforce range of 4% to 5%			
	Pension	2023: 14% to 19% 2024: 12% to 14% 2025: all at 10%			
Annual Bonus	2023 outturn	Maximum opportunity: 150% of salary Outturn: 68.8% to 97.1% of maximum			
	2024 maximum opportunity	150% of salary (No change from 2023)			
	2024 performance conditions & structure	140% of salary Group EPS and 10% of salary NPS targets		70% of salary Divisional profit targets, 70% of salary Group EPS and 10% of salary NPS targets	
		Any bonus in excess of 100% of salary paid in shares deferred for two years			
Performance Share Plan	2021 Award vesting level	Award level: CEO 200%, other Directors 175% Vesting level: 82.5% of maximum			
	2024 Award grant level	CEO: 250% of salary Other Directors: 225% of salary (2023: CEO 225% and others 200%)			
	2024 performance conditions & structure	45% EPS growth, 45% TSR vs peer group and 10% Planet Passionate goals			
3-year performance period plus 2-year post vesting holding period					
Share ownership requirements from 2024		CEO: 250% of salary Other directors: 225% of salary			

DIRECTORS' REMUNERATION POLICY

This section of the report outlines the current policy for the remuneration of the Company's directors. The current remuneration policy was approved by shareholders at the AGM on 29 April 2022 and is set out in full in the 2021 Annual Report, and can be found on the Company's website at www.kingspan.com.

Our remuneration philosophy

At Kingspan, we have developed a clear philosophy around remunerating and incentivising employees at all levels of the organisation. The principles against which we determine our approach to remuneration, and make decisions, are:

- **Pay for performance** ensuring that variable remuneration is only paid for strong performance and maximum payouts will only be realised for truly exceptional performance.
- **Clarity** so that executives and shareholders can understand our pay arrangements without overly complex rules.

- **Transparency** so that it is objectively transparent with high levels of disclosure in the Annual Report.
- **Alignment with shareholders** by delivering a significant proportion of remuneration through equity, and by setting executive share ownership guidelines.
- **Alignment to culture** designed to drive superior returns for shareholders based on our high performance culture and key measures aligned to strategy, and embedding our Planet Passionate and Customer NPS goals throughout the business.

This approach cascades through the organisation and has played a key role in driving the growth of the business and significant value creation for stakeholders over the years.

The policy for the key elements of the executive directors' remuneration is set out in the table below:

Key element	Operation	Opportunity and measures
FIXED REMUNERATION		
Base Salary To attract and retain the best global talent of the calibre required to deliver the Group's strategy.	Base salaries are reviewed annually by the Remuneration Committee in the last quarter of each year. A broad assessment of individual and business performance is used by the committee as part of the salary review. Increases will generally be in line with increases across the Group, but may be higher or lower in certain circumstances to reflect performance, changes in remit, roles and responsibilities, or to allow newly appointed executives to move progressively towards market norms.	Any increase will typically be in line with those awarded to the broader employee pay environment. The committee has discretion to award higher increases in circumstances that it considers appropriate, such as a change in role or responsibility.
Benefits To provide benefits which are competitive with the market.	In addition to their base salaries, executive directors' benefits include but are not limited to life and health insurance and the use by the executive directors of company cars (or a taxable car allowance) and relocation or similar allowances on recruitment, each in line with typical market practice.	Benefits are set at a level which the committee considers appropriate in light of the market and depending on the role and an individual's circumstances.
Pensions To provide a retirement benefit which is competitive with the market.	Kingspan operates a defined contribution pension scheme for executive directors. Pension contributions are calculated on base salary only. Alternatively, Kingspan may pay a cash amount subject to all applicable employee and employer payroll taxes and social security.	Incumbent executive director pensions will be reduced to 10% of salary from 2025. Newly appointed executive director pensions will be capped at the rate applicable in the relevant market.

Key element	Operation	Opportunity and measures
VARIABLE REMUNERATION		
<p>Annual performance bonus</p> <p>To reward the delivery of short-term performance targets and business strategy, satisfied in cash and deferred share awards, aligning management interests with shareholders and the longer term performance of the Group.</p>	<p>Executive directors receive an annual performance related bonus based on the attainment of financial and non-financial targets set prior to the start of each year. Bonuses are paid on a sliding scale if the targets are met. Maximum bonus is only achieved if ambitious incremental growth targets are achieved.</p> <p>No more than 100% of salary can be delivered in cash through the bonus plan. Any performance related bonus achieved in excess of the cash amount is satisfied by the grant of share awards, which are deferred for two years.</p> <p>The committee has discretion to adjust formulaic bonus outcomes to reflect company performance.</p>	<p>The maximum potential bonus for the executive directors is 150% of base salary.</p> <p>The committee selects stretching performance targets each year.</p> <p>Bonus payment for financial targets is 0% at threshold entry point. Bonus is paid on a straight line basis for achieving each point on the NPS target scale.</p>
<p>Long-term incentive plan (LTIP)</p> <p>To reward the sustained strong performance and delivery of Group strategic objectives over the longer term. Aligns the interests of executive directors and senior managers with those of the Group's shareholders and recognises and rewards value creation over the longer term.</p>	<p>Executive directors are entitled to participate in Kingspan's Performance Share Plan (PSP). Under the terms of the PSP, performance shares are awarded to the executive directors and the senior management team. The performance shares will vest after three years only if the Group's underlying performance has improved during the 3-year performance period, and if certain financial and non-financial sustainability targets are achieved over the performance period.</p> <p>The awards are subject to a two-year post vesting holding period.</p>	<p>The maximum award level under the policy is 300% of salary. The committee will not increase awards above 250% of salary in the current policy period without first engaging with its largest investors and considering the feedback received.</p> <p>Prior to granting an award, the committee sets performance conditions which it considers to be appropriately stretching. On achieving the threshold performance target, not more than 25% of an award will vest.</p>

The policy on non-executive directors' remuneration is as follows:

Key element	Operation	Opportunity
<p>Non-executive director fees</p> <p>To reflect time commitment, experience and responsibilities, and to attract and retain high calibre non-executive directors by offering a market competitive fee level.</p>	<p>Non-executive director fee levels are reviewed annually.</p> <p>The Chairman receives a single fee for all their responsibilities.</p> <p>Other non-executive directors receive a basic board membership fee. The chair of Board committees and the Senior Independent Director receive an additional fee for this role.</p> <p>Non-executive directors are entitled to the reimbursement of reasonable business expenses including any tax (grossed up) that may be payable on those expenses.</p>	<p>Fees for non-executive directors are within the limits set by the shareholders from time to time, with a current aggregate limit of €975,000.</p>

The following are key structural aspects of the remuneration policy in relation to the directors' remuneration contracts:

<p>Clawback and malus Ensures an appropriate balance between risk and reward.</p>	<p>Covers material misstatement of financial results, material breach of executive's employment contract, error in contract, failure of risk management, corporate failure, wilful misconduct, recklessness and/or fraud resulting in serious damage to the financial condition or business reputation of the Company.</p> <p>The period within which clawback and malus can be operated is 2 years from payment of annual bonus and/or vesting of LTIP awards.</p>
<p>Shareholding guideline Ensures alignment between the interests of executive directors and shareholders.</p>	<p>250% of salary for the CEO and 225% for the other directors, to be achieved through the retention of at least 50% of all vested variable pay awards. Achievement of guideline is measured through beneficially owned shares only.</p> <p>For new appointees, the committee may consider it appropriate to require a percentage of the annual bonus paid to be deferred into shares (rather than just bonus in excess of 100% of salary), in order to achieve this guideline.</p>
<p>Post cessation of employment and general shareholding requirements Ensures alignment between the interests of executive directors and shareholders.</p>	<p>All executive directors are subject to a post-employment shareholding requirement of the lower of (i) shares or equity interests held on cessation, or (ii) 200% of salary, for 2 years post-employment.</p> <p>Achievement is measured through beneficially owned shares, and the retention of vested deferred share and LTIP awards.</p>
<p>Approach to recruitment To attract an executive director of the calibre required to shape and deliver the Group's business strategy.</p>	<p>In exceptional circumstances, such as to facilitate recruitment, the committee may exercise its discretion and grant LTIPs up to a maximum of 400% of salary.</p>
<p>Termination - notice periods</p>	<p>Each of the executive directors have service contracts with Kingspan which provide for 12 months' notice of termination by the Company (or, at the discretion of the Company, payment for all or part thereof) and 6 or 12 months by the director and it is Kingspan's policy that notice periods will not exceed 12 months. The service contracts do not include any provision for compensation for loss of office, other than the notice period provisions set out above. There are no enhanced provisions on a change of control and there are no specific severance arrangements.</p> <p>The committee's policy in relation to termination of service contracts is to deal with each case on its merits having regard to the circumstances of the individual, the termination of employment, any legal advice received and what is in the best interests of Kingspan and its shareholders.</p>
<p>Termination - annual performance bonus and long-term incentive plans</p>	<p>Annual performance bonuses and PSP awards are dealt with in accordance with the rules of the relevant plans. At the discretion of the committee (and normally where the individual has served a minimum of 6 months of the bonus year), a pro-rata annual performance bonus may become payable at the normal payment date for the period of service subject to full year performance targets being met.</p> <p>The default treatment for share based awards is that any unvested award will lapse on termination of employment. However, under the rules of the Performance Share Plan, in certain prescribed circumstances (e.g. "good leaver"), awards are eligible to vest subject to the performance conditions being met over the normal performance period (or a shorter period at the committee's discretion) and with the award being reduced pro-rata by an amount to reflect the proportion of the vesting period not actually served.</p>

Total Pay over 5 Years	Year 1	Year 2	Year 3	Year 4	Year 5
Fixed Pay	Salary, benefits and pension				
Annual Bonus (Malus and clawback provisions apply)	Up to 100% of salary in cash	Excess bonus in shares Two year deferral period No further performance conditions			
LTIP (Malus and clawback provisions apply)	Three-year performance period			Two-year post-vesting holding period No further performance conditions	
Shareholding Requirement (From 2024, 250% of salary for the CEO and 225% for the other directors)	Executive directors' minimum shareholding requirement				



Kingspan's philosophy is to pay for performance and delivery of our strategy, based on clear transparent metrics, aligned with the interests of shareholders and wider stakeholders.

2023 REMUNERATION OUTTURN

The table below sets out the total remuneration for the executive and non-executive directors for the financial years ended 31 December 2023 and 2022.

Executive Directors	Gene Murtagh EUR'000		Geoff Doherty EUR'000		Russell Shiels ⁽¹⁾ EUR'000		Gilbert McCarthy EUR'000		Total EUR'000	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
Fixed Remuneration	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
Salary and Fees	956	928	618	599	644	642	571	554	2,789	2,723
Pension Contributions ⁽²⁾	134	148	99	120	122	154	80	94	435	516
Benefits ⁽³⁾	32	37	38	35	94	73	47	40	211	185
Total Fixed Remuneration	1,122	1,113	755	754	860	869	698	688	3,435	3,424
Performance Pay										
<i>Annual Incentives</i>										
Cash Element	956	928	618	599	644	642	571	554	2,789	2,723
Deferred Share Awards	437	225	283	145	258	181	18	125	996	676
<i>Long Term Incentives</i>										
LTI - Grant Value ^{(4) (5)}	1,463	750	827	415	765	384	765	384	3,820	1,933
LTI - Share Price Growth ^{(4) (5)}	235	23	127	13	117	12	117	12	596	60
Total Performance Pay	3,091	1,926	1,855	1,172	1,784	1,219	1,471	1,075	8,201	5,392
Total Remuneration	4,213	3,039	2,610	1,926	2,644	2,088	2,169	1,763	11,636	8,816
Non-Executive Directors									2023	2022
Jost Massenberg									350	350
Linda Hickey									105	105
Anne Heraty									75	75
Éimear Moloney									75	75
Paul Murtagh									75	75
Senan Murphy ⁽⁶⁾									85	19
Louise Phelan ⁽⁷⁾									50	-
Michael Cawley ⁽⁸⁾									30	90
John Cronin ⁽⁹⁾									25	75
Total Non-Executive Pay									870	864
Total Directors' Remuneration									12,506	9,680

(1) Russell Shiels' remuneration is denominated in USD, and has been converted to Euro at the following average rates USD: 1.0818 (2022: 1.0544).

(2) The Group operates a defined contribution pension scheme for executive directors. Certain executives have elected to receive part of their prospective pension entitlement as a non-pensionable cash allowance in lieu of the pension benefit foregone, subject to all applicable employee and employer payroll taxes.

(3) Benefits principally relate to health insurance premiums and company cars/car allowances. In the case of Russell Shiels the cost of life insurance and permanent health benefit is also included.

(4) The vesting value of the 2021 LTIP award (vesting in 2024) has been calculated using the average share price for December 2023, being €76.10. The calculation for this award will be adjusted in next years' annual report to reflect the share price on the vesting dates (24/02/2024) and (23/08/2024). The share price increased from the date of grant in respect of the awards granted on 24/02/2021 (share price: €62.70) and the share price decreased in respect of the awards granted on 23/08/2021 (share price: €96.16) to the share price used to determine the vesting value.

(5) The vesting value of the 2020 LTIP award (that vested in 2023) has been calculated using the share price at the date of vesting (24/02/2023) of €63.68. The share price increased from the date of grant (share price: €61.80) to the date of vesting.

(6) Senan Murphy was appointed as a non-executive director on 1 October 2022.

(7) Louise Phelan was appointed as a non-executive director on 28 April 2023.

(8) Michael Cawley retired as a non-executive director on 28 April 2023.

(9) John Cronin retired as a non-executive director on 28 April 2023.

Base salary

All of the executive directors received basic salary increases for 2023 of 3% which was below the overall global workforce range of c.4.5% to 6%. The salaries for 2023 were:

- Gene Murtagh: €956,000
- Geoff Doherty: €618,000
- Russell Shiels: \$697,000
- Gilbert McCarthy: €571,000

Pension

As outlined in previous Annual Reports, all executive directors' contractual pension contributions will be reduced to 10% of base salary from 2025. This approach, which balances the legacy contractual entitlement of the executive directors with the general expectations of stakeholders, was adopted by the committee and subsequently supported by shareholders following feedback on the 2019 Remuneration Policy.

Pension Contribution

Executive Director	2021	2022	2023	2024	2025
Gene Murtagh	18%	16%	14%	12%	10%
Geoff Doherty	24%	20%	16%	13%	10%
Russell Shiels	33%	24%	19%	14%	10%
Gilbert McCarthy	20%	17%	14%	12%	10%

2023 performance related bonus

All executive directors were eligible for a maximum performance related bonus opportunity of up to 150% of base salary.

Annual performance bonus targets are a mixture of Group and divisional financial performance measures, as well as non-financial targets based on NPS customer experience scores. Financial performance targets for 2023 were based on analysts' consensus forecasts for trading profit as at that time (€747m) and divisional budgets for the year. NPS measures brand loyalty and is one of the metrics we use to measure customer experience as part of the Worldwide Voice of Customer programme. An external review by an independent third party validates the NPS scores and underlying methodology.

Performance against targets, and bonus achieved, are set out in the tables below.

	Bonus measure	Max. opportunity/ weighting (as % salary)	Threshold target	Target for maximum	Performance	Outcome (% of weighted measure)
Chief Executive	Group trading profit	140%	€672m	€822m	€877m	100%
	NPS	10%	NPS of 41 to 47		44	57.1%
Chief Financial Officer	Group trading profit	140%	€672m	€822m	€877m	100%
	NPS	10%	NPS of 41 to 47		44	57.1%
Russell Shiels	Divisional profit	70%	90% of prior year	105% of prior year	144.2%	100%
	Group trading profit	70%	€672m	€822m	€877m	100%
	NPS	10%	Divisional NPS range not disclosed			0%
Gilbert McCarthy	Divisional profit	70%	90% of prior year	100% of prior year	93.3%	33.1%
	Group trading profit	70%	€672m	€822m	€877m	100%
	NPS	10%	Divisional NPS range not disclosed			100%

Executive	Overall annual performance outcome	
	% of max. opportunity	% of salary
Gene Murtagh	97.1%	145.7%
Geoff Doherty	97.1%	145.7%
Russell Shiels	93.3%	140.0%
Gilbert McCarthy	68.8%	103.1%






All bonuses earned in excess of 100% of base salary will be satisfied by the grant of share awards, which are deferred for two years.



**Performance Share Plan (PSP)
Vesting of awards granted in 2021**

Performance against targets and vesting levels for the PSP awards granted in 2021 are set out below.

	Weighting	% of award that will vest			Outcome	Vesting %
		0%	25%	100%		
EPS	45%	Less than 6% CAGR	6% CAGR	12% CAGR	19.6% CAGR	45%
TSR	45%	Less than Median	Median	Upper Quartile or higher	62 nd percentile	27.5%
Planet Passionate	10%	See below		See below	See below	10%
Total Vesting						82.5%

		Performance Measure	Weighting ¹	2020 Base Year	2023 Target	2023 Actual	Vesting %
	Carbon 	Net Zero carbon manufacturing (scope 1 & 2 GHG emissions – tCO ₂ e) ²	1.1%	409,783 ³	327,820	111,977	100%
		Zero emissions company cars – annual replacement (%)	1.1%	11	50	70	100%
	Energy 	60% direct renewable energy use (%)	1.1%	19.5	30.0	38	100%
		20% on-site energy generation (%)	1.1%	4.9	8.5	9.9	100%
		Solar PV systems on all wholly owned facilities (%)	1.1%	20.9 ³	41.0	54.1	100%
	Circularity 	Zero company waste to landfill (tonnes)	1.1%	18,640 ³	13,937	8,282	100%
		Recycle 1 billion PET bottles into our manufacturing processes annually (million bottles)	1.1%	573	600	858	100%
		QuadCore™ products utilising recycled PET (no. of sites)	1.1%	1	8	8	100%
	Water 	Harvest 100 million litres of rainwater annually (million litres)	1.1%	20.1	44.0	56.3	100%
	Overall Vesting of Planet Passionate measures						

All figures related to the underlying business. Underlying business includes manufacturing, assembly and R&D sites within the Kingspan Group in 2020 plus all organic growth.

- 1 Net Zero Energy target was removed from the programme in 2022 and replaced with an internal carbon charge to put central focus on absolute GHG emission reduction. Its 1% weighting was reallocated across the other measures on an equal basis.
- 2 Excluding biogenic emissions. Scope 2 GHG emissions calculated using market-based methodology.
- 3 Restated figures due to improved data collection, change in calculation methodologies and site disposal.

The peer group against which TSR performance was measured was as follows:

Armstrong World Industries Inc.	Mohawk Industries Inc.
Boral Ltd	Owens Corning Inc.
Compagnie de Saint Gobain SA	Rockwool Intl. AS
CRH plc	Sika AG
Geberit AG	Travis Perkins plc
Grafton Group plc	Wienerberger AG
Holcim AG	

Grant of awards in 2023

The Executive Directors were granted the following PSP awards in 2023:

Executive	Basis of the award (% of salary)	Threshold vesting ¹ (% of award)	Number of awards granted	Grant date
Gene Murtagh	225%	25%	33,917	20 February 2023
Geoff Doherty	200%	25%	19,489	20 February 2023
Russell Shiels	200%	25%	20,166	20 February 2023
Gilbert McCarthy	200%	25%	18,007	20 February 2023

1. Except for Planet Passionate element where vesting is determined on achievement of each target.

The vesting of the 2023 PSP awards is based on achievement of the EPS, TSR and sustainability targets set out below.

	Weighting	% of award that will vest		
		0%	25%	100%
EPS ¹	45%	Less than 3% p.a.	3% p.a.	6% p.a.
TSR ¹	45%	Less than Median	Median	Upper Quartile or higher
Planet Passionate	10%	Various	-	Various

1. Straight line vesting between threshold and 100% vesting.

The TSR peer Group for the 2023 PSP awards is set out below:

Armstrong World Industries Inc	Masco Corporation
Boral Ltd	Mohawk Industries Inc
Builders FirstSource Inc	Owens Corning Inc
Carlisle Companies Inc	Recticel NV
Compagnie de Saint Gobain SA	Rockwool Intl. AS
CRH plc	Sika AG
Grafton Group plc	Wienerberger AG
Holcim AG	

Summary of PSP awards

The table below sets out the total number of PSP awards held by the directors and the Company Secretary during the year:

Performance Share Plan

Director	At 31 Dec 2022	Granted during year	Vested during year	Exercised or cancelled during the year	At 31 Dec 2023	Option price €	Earliest exercise date	Latest expiry date
Gene Murtagh								
Unvested	76,149	33,917	(12,134)	(12,134) ¹	85,798	0.13	24/02/2024	20/02/2030
Vested	75,220	-	12,134	-	87,354	0.13	26/02/2021	24/02/2027
	151,369	33,917	-	(12,134)	173,152	0.13		
Geoff Doherty								
Unvested	42,944	19,489	(6,715)	(6,715) ¹	49,003	0.13	24/02/2024	20/02/2030
Vested	-	-	6,715	(6,715) ²	-	0.13	-	-
	42,944	19,489	-	(13,430)	49,003	0.13		
Russell Shiels								
Unvested	41,156	20,166	(6,211)	(6,211) ¹	48,900	0.13	24/02/2024	20/02/2030
Vested	-	-	6,211	(6,211) ³	-	0.13	-	-
	41,156	20,166	-	(12,422)	48,900	0.13		
Gilbert McCarthy								
Unvested	39,719	18,007	(6,211)	(6,211) ¹	45,304	0.13	24/02/2024	20/02/2030
Vested	83,778	-	6,211	(44,859) ⁴	45,130	0.13	26/02/2021	24/02/2027
	123,497	18,007	-	(51,070)	90,434	0.13		
Company Secretary								
Lorcan Dowd								
Unvested	9,232	3,548	(2,080)	(2,080) ⁵	8,620	0.13	24/02/2024	20/02/2030
Vested	17,405	-	2,080	(8,710) ⁶	10,775	0.13	26/02/2021	24/03/2027
	26,637	3,548	-	(10,790)	19,395	0.13		

1 Cancelled on 24/02/2023 due to partial achievement of performance conditions.

2 Exercised on 27/02/2023. Market value on day of exercise €63.68.

3 Exercised on 21/03/2023. Market value on day of exercise €60.40.

4 Exercised 21,819 on 21/02/2023. Market value on day of exercise €64.00.

Exercised 23,040 on 12/10/2003. Market value on day of exercise €70.02.

5 Cancelled on 24/03/2023 due to partial achievement of performance conditions.

6 Exercised 3,958 on 17/02/2023. Market value on day of exercise €63.58.

Exercised 4,752 on 09/10/2023. Market value on day of exercise €69.69.

Deferred Share Awards

The table below sets out the total number of Deferred Share Awards held by the directors at year end:

Director		At 31 Dec 2022	Granted during year	Vested & transferred during year	At 31 Dec 2023	Earliest vesting/transfer date
Gene Murtagh	Unvested	5,021	3,545	-	8,566	31/03/2024
Geoff Doherty	Unvested	3,242	2,288	-	5,530	31/03/2024
Russell Shiels	Unvested	3,107	2,860	-	5,967	31/03/2024
Gilbert McCarthy	Unvested	2,998	1,971	-	4,969	31/03/2024

Directors' & Secretary's interests in shares

The beneficial interests of the directors and secretary and their spouses and minor children in the shares of the Company at the end of the financial year are as follows:

	31 Dec 23	31 Dec 22	Shareholding at 31 Dec 23 ¹ (% Salary)	Shareholding requirement met (200% salary)
Executive directors				
Gene Murtagh	1,080,020	1,080,020	8,597%	Yes
Geoff Doherty	253,547	256,635	3,122%	Yes
Russell Shiels	226,008	219,797	2,669%	Yes
Gilbert McCarthy	282,833	282,833	3,769%	Yes
Non-executive directors				
Jost Massenberg (Chairman)	1,000	-		
Linda Hickey	5,000	5,000		
Anne Heraty	2,250	2,250		
Éimear Moloney	2,000	2,000		
Paul Murtagh	-	-		
Senan Murphy	-	-		
Louise Phelan	-	n/a		
Company Secretary				
Lorcan Dowd	3,667	3,457		

1. Expressed as a percentage of base salary on 31 December 2023 and calculated using the average share price for December 2023 (€76.10).

As at 16 February 2024, there have been no changes in the directors' and secretary's interests in shares since 31 December 2023.

Non-executive directors

The Chairman's fee is €350,000. The basic non-executive director fee is €75,000. An additional fee of €15,000 is paid for chairing the Remuneration Committee and the Audit & Compliance Committee, as well as for the Senior Independent Director.

Payments to former directors and for loss of office

Michael Cawley and John Cronin both retired from the board on 28 April 2023 and were paid their non-executive director fee to that date. A payment of €8,065 was paid to former director, John Cronin, in respect of consultancy services. There were no other payments to past directors or payments to directors for loss of office.

Change in directors and employee remuneration

The table below shows the percentage change in fixed and variable remuneration using the single figure methodology for the directors of the Company and the global average total remuneration of an employee for the respective year ends.

	Fixed Remuneration ¹			Variable Remuneration ²		
	% change 2022 to 2023	% change 2021 to 2022	% change 2020 to 2021	% change 2022 to 2023	% change 2021 to 2022	% change 2020 to 2021
Executive directors						
Gene Murtagh	1%	3%	0%	60%	-59%	110%
Geoff Doherty	0%	1%	0%	58%	-56%	116%
Russell Shiels	-1%	17%	0%	46%	-51%	136%
Gilbert McCarthy	1%	1%	0%	37%	-57%	116%
Non-executive directors						
Jost Massenberg (Chairman)	0%	36%	244%	N/A	N/A	N/A
Linda Hickey	0%	24%	0%	N/A	N/A	N/A
Michael Cawley ³	-67%	6%	0%	N/A	N/A	N/A
John Cronin ³	-67%	0%	0%	N/A	N/A	N/A
Anne Heraty	0%	0%	0%	N/A	N/A	N/A
Éimear Moloney ⁴	0%	50%	N/A	N/A	N/A	N/A
Paul Murtagh ⁴	0%	50%	N/A	N/A	N/A	N/A
Senan Murphy ⁵	347%	N/A	N/A	N/A	N/A	N/A
Louise Phelan ⁶	N/A	N/A	N/A	N/A	N/A	N/A
Average Employee ⁷	2%	7%	0%	-1%	-24%	32%

1. Includes salary and fees, pension contributions and taxable benefits.
2. Includes annual bonus and long term incentives calculated at the market value on the vesting date.
3. Resigned as a director as of 28 April 2023.
4. Appointed as a director as of 30 April 2021.
5. Appointed as a director as of 1 October 2022.
6. Appointed as a director as of 28 April 2023.
7. Calculated by dividing the aggregate payroll costs of employees for the respective year ends (excluding social welfare costs and costs related to executive directors) by the average number of employees for the respective year ends as disclosed in note 4 to the consolidated financial statements.

IMPLEMENTATION OF REMUNERATION POLICY FOR 2024

Base salary and pension

For 2024, the CEO and Mr Shiels will receive salary increases of 5%, and the CFO and Mr McCarthy will receive marginally higher increases of 9.5% with a view to bringing their remuneration closer to market levels, as set out below. This compares with the general workforce increases for the markets in which they are based and the overall global workforce range of c.4% to 5%.

	Base salary 2023	Base salary 2024
Gene Murtagh	€956,000	€1,003,800
Geoff Doherty	€618,000	€676,710
Russell Shiels	\$697,000	\$731,850
Gilbert McCarthy	€571,000	€625,245

As outlined previously, pension contributions of all incumbent executives are being reduced incrementally to 10% from 2025 with rates applicable for 2024 set out in the table on page 103.

Annual bonus

The maximum bonus opportunity for all the executive directors remains at 150% of salary and continues to be measured as to 140% of salary on financial metrics and 10% of salary on Customer NPS. The executive directors' financial element is based solely on Group EPS and the divisional directors split equally between Group EPS and divisional profit targets. Targets are commercially sensitive and will be disclosed retrospectively with performance against them in the 2024 Report of the Remuneration Committee.

Performance share awards

For 2024, the CEO will receive a PSP award over shares with a market value of 250% of base salary, and the other executive directors 225% of base salary. There are no changes to the sustainability measures included in the LTIP, which are measured against Kingspan's ambitious Planet Passionate goals, drawing a clear focus on achieving one of our core strategic pillars.

The 2024 PSP targets are as set out below.

Performance Measure	Weighting	Percentage vesting at threshold	Threshold vesting target	Maximum vesting target
EPS	45%	25%	3% CAGR	6% CAGR
TSR	45%	25%	Median	Upper quartile
Planet Passionate	10%	0%	-	Various

Non-executive director fees

There are no changes to the non-executive director fees for 2024.

	2023	2024
Chairman's annual fee	€350,000	€350,000
Non-executive director's annual fee	€75,000	€75,000
Senior Independent Director's annual fee	€15,000	€15,000
Audit or Remuneration Committee Chair's annual fee	€15,000	€15,000

COMMITTEE GOVERNANCE

Committee membership and attendance

Name	Number of Meetings Attended
Linda Hickey (Chair)	4/4
Michael Cawley ¹	1/1
Anne Heraty ²	1/1
Éimear Moloney ³	3/3
Louise Phelan ³	3/3

1. Michael Cawley retired from the committee as of 28 April 2023.
2. Anne Heraty retired from the committee as of 28 April 2023.
3. Éimear Moloney and Louise Phelan were appointed to the committee as of 28 April 2023.

The Chief Executive does not normally attend meetings but provides input, where relevant, to the committee chair prior to the meeting. No individual is present at a meeting when the terms of his or her own remuneration are discussed. The Company Secretary acts as the secretary to the committee. The terms of reference are available on the Company's website: www.kingspan.com

Key activities during the year

	FEB	JUL	OCT	NOV
Salary and fees				
Engage independent consultants for policy and benchmark review		●		
Review implementation of overall remuneration policy		●		
Review and approve executives' salary, role and responsibilities for 2024				●
Review and approve non-executives' fees for 2024				●
Review remuneration benchmark			●	●
Review non-financial performance measures				●
Review and approve Chairman's fee				●
Performance pay				
Assess Group and individual performance against targets for 2022	●			
Review executive bonus measures and weighting for 2024				●
Agree Group and individual performance targets for 2024				●
PSP Awards				
Assess performance of 2020/2022 PSP Awards against targets	●			
Determine percentage of 2020/2022 PSP Awards which vest	●			
Review performance measures for grants of PSP Awards for 2023	●			
Agree targets and level for grants of PSP Awards for 2023	●			
Review non-financial Planet Passionate measures for 2023	●			
Governance				
Review and approve Report of the Remuneration Committee for the Annual Report 2022	●			
Update on governance and remuneration trends generally				●
Consider shareholder votes and feedback from AGM 2023		●		
Engage with shareholders post AGM		●		

External advisors

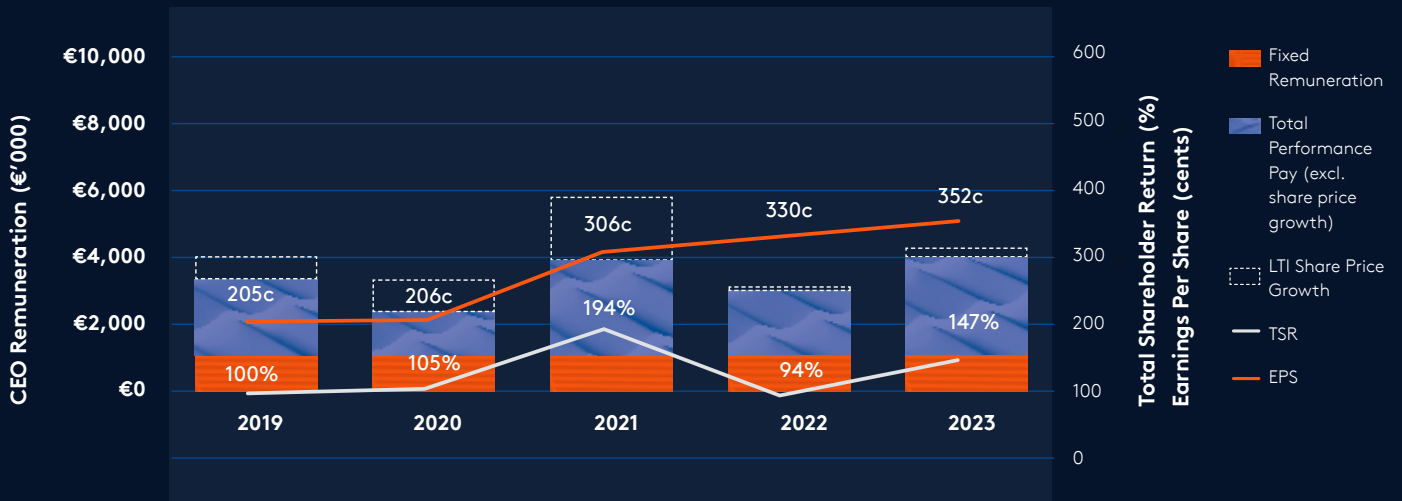
The Remuneration Committee obtained advice during the year from independent remuneration consultants Korn Ferry. Korn Ferry's fees for advice to the committee were £72k. Korn Ferry is a member of the Remuneration Consultants Group and a signatory to its Code of Conduct, and all advice is provided in accordance with this code. Korn Ferry also provided some leadership and development services to Kingspan during the year. The committee concluded that the associated fee for the provision of this service was not material and would not affect Korn Ferry's independence and objectivity. Accordingly, the committee is satisfied that the advice obtained was objective and independent.

Shareholder Voting

The following table summarises the details of votes cast in respect of the resolution on the Report of the Remuneration Committee at the 2023 AGM.

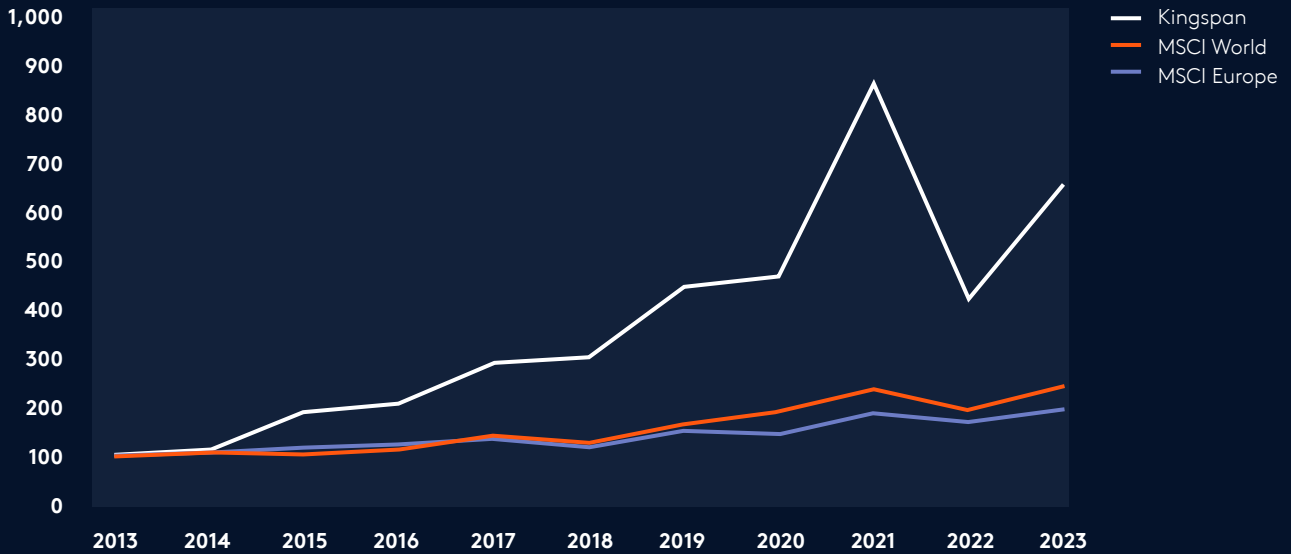
RESOLUTION	Votes For		Votes Against		Total Votes		Votes
	Number	%	Number	%	Number	% of Total Voting Rights	Withheld
Report of the Remuneration Committee	144,479,935	97.41%	3,838,268	2.59%	148,318,203	81.54%	1,560,987

CEO Remuneration vs Kingspan Performance



The graph below shows Kingspan's TSR performance against the performance of the MSCI World and MSCI Europe indices over the 10-year period to 31 December 2023:

Total Shareholder Returns %





Sports Hall Louvain-la-Neuve
Wallonia, Belgium
Insulated Panels
JI insulated panels; JI roof
and wall profiles